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TALLAHASSEE, FL 32301
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FAX (904) 222-9171
To Know You Better
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796000080768



TRUSTEE RAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 103245 7116511

AUTHORIZATION : *Patricia Pigut*

COST LIMIT : \$ 122.50

ORDER DATE : September 30, 1996

ORDER TIME : 11:21 AM

ORDER NO. : 103245

CUSTOMER NO: 7116511

400001959864

CUSTOMER: B. Paul Katz,, Esq
B. PAUL KATZ

Suite 110, Sunrise Plaza
1 Florida Park Drive North
Palm Coast, FL 32137

DOMESTIC FILING

NAME: BELLINSBURG INTERNATIONAL
CORPORATION

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS: *KR*

FILED
96 SEP 30 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9.30.96

RECEIVED

96 SEP 30 PM 12:18

DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

of

BELLINSBURG INTERNATIONAL CORPORATION

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

BELLINSBURG INTERNATIONAL CORPORATION

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

FILED
96 SEP 30 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation is 6 Via Bellano, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is 6 Via Bellano, Palm Coast, FL 32137.

ARTICLE VI. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INCORPORATORS

The name and address of each incorporator executing these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
B. Paul Katz	2300 Princess Estate Road Palm Coast, Florida 32137

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. REGISTERED AGENT AND OFFICE

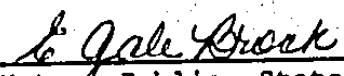
The registered agent and office for this corporation shall be B. Paul Katz, Esquire, Suite 110 Sunrise Plaza, 1 Florida Park Drive North, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.


B. Paul Katz, Incorporator

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared B. Paul Katz to me personally known to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 26 day of September, 1996.


Notary Public, State of Florida at
Large
My commission expires: 11-11-97



E. GALE BROCK
MY COMMISSION # 00220673 EXPIRES
November 11, 1997
BONDED THREE THOUSAND FIVE HUNDRED DOLLARS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED FOR
BELLINSBURG INTERNATIONAL CORPORATION**

96 SEP 28 FILED
11:41 PM
CLERK OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT THE UNDERSIGNED INCORPORATOR, DESIRING TO
ORGANIZE OR QUALIFY THE ABOVE REFERENCED CORPORATION UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
6 VIA BELLANO, PALM COAST, FLORIDA 32137, HAS NAMED B. PAUL KATZ,
LOCATED AT SUITE 110 SUNRISE PLAZA, 1 FLORIDA PARK DRIVE NORTH,
PALM COAST, FLORIDA 32137, AS ITS REGISTERED AGENT AND OFFICER TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Incorporator

DATE: 26 September 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



REGISTERED AGENT

DATE: 26 September 1996

P96000080768

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-200-0300



ACCOUNT NO. : 072100000032
REFERENCE : 115120
AUTHORIZATION : *Patricia P...*
COST LIMIT : \$ 87.50

FILED
96 OCT 10 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 9, 1996
ORDER TIME : 3:10 PM
ORDER NO. : 115120
CUSTOMER NO: 9955A

100001969971

CUSTOMER: B. Paul Katz, Esq
Chiumento, Guntharp, Emery &
Suite B
4 Old Kings Road North
Palm Coast, FL 32137

DOMESTIC AMENDMENT FILING

NAME: BELLINSBURG INTERNATIONAL CORPORATION

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith
EXAMINER'S INITIALS:

RECEIVED
96 OCT 10 AM 9:04
DIVISION OF CORPORATION

N. HENDRICKS OCT 11 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1996

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: BELLINSBURG INTERNATIONAL CORPORATION
Ref. Number: P96000080768

We have received your document for BELLINSBURG INTERNATIONAL CORPORATION and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The headings of each document should list the present name of the corporation, not the new name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 896A00046204

RESTATED ARTICLES OF INCORPORATION

of

BELLINSBURG INTERNATIONAL CORPORATION

FILED
96 OCT 10 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

BELLINSBURG INTERNATIONAL EQUITY FUNDS CORP.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To trade in goods and services; to provide investment opportunities for its shareholders.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such

stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation is 6 Via Bellano, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is 6 Via Bellano, Palm Coast, Florida 32137.

ARTICLE VI. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INCORPORATORS

The name and address of each incorporator executing these Articles of Incorporation are as follows:

Name

Address

B. Paul Katz

2300 Princess Estate Road
Palm Coast, Florida 32137

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be B. Paul Katz, Esquire, Suite 110 Sunrise Plaza, 1 Florida Park Drive North, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.




Incorporator

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared B. PAUL KATZ, to me personally known to be the person(s) described as incorporator(s) in and who executed the foregoing Articles of Incorporation, and acknowledged before me that (t)he(y) subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 7 day of October, 1996.



Notary Public, State of Florida at
Large
My commission expires: 11-11-97



E. DALE BROCK
MY COMMISSION & CERTIFICATE EXPIRES
November 11, 1997
GIVEN TO THEM THEY PAID FEE THEREON, ME.

CERTIFICATE OF BELLINSBURG INTERNATIONAL EQUITY FUNDS CORP.,
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT THE UNDERSIGNED INCORPORATOR, DESIRING TO
ORGANIZE OR QUALIFY THE ABOVE REFERENCED CORPORATION UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
6 VIA BELLANO, PALM COAST, FLORIDA 32137, HAS NAMED B. PAUL KATZ,
LOCATED AT SUITE 110 SUNRISE PLAZA, 1 FLORIDA PARK DRIVE NORTH,
PALM COAST, FLORIDA 32137, AS ITS REGISTERED AGENT AND OFFICER TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



INCORPORATOR

DATE:

October 7, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



REGISTERED AGENT

DATE:

October 7, 1996

ARTICLES OF AMENDMENT OF
BELLINSBURG INTERNATIONAL CORPORATION

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation:

1. The Articles of Incorporation are amended to read as set forth in the Restated Articles of Incorporation of BELLINSBURG INTERNATIONAL CORPORATION, attached hereto.

This Amendment was adopted by the sole incorporator of this corporation by written action on the 7 day of October, 1996, prior to the issuance of any shares in the corporation.

IN WITNESS WHEREOF, the undersigned sole incorporator of the Corporation have executed these Articles of Amendment; this 7 day of October, 1996.

E. Gale Brock
Witness

B. Paul Katz
B. PAUL KATZ, Sole Incorporator

Laura L. Rappier
Witness

STATE OF FLORIDA
COUNTY OF FLAGLER

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared, B. PAUL KATZ, Sole Incorporator of BELLINSBURG INTERNATIONAL CORPORATION, known to me and known by me to be the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed these Articles of Amendment. Declarant is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of October, 1996.

E. Gale Brock
Notary Public, State of Florida
My Commission Expires: 11-11-97



E. GALE BROCK
MY COMMISSION & CREDENTIALS EXPIRE
November 11, 1997
SIGNED THIS 11TH DAY OF OCTOBER, 1996