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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: O'HAIRE, QUINN, CANDLER, CHARTERED
CONTACT: SUSAN M ISOM
PHONE: (407)231-6900

ACCT#: 073077002560

FAX #: (407)231-9729

NAME: BELFLOR, INC.

AUDIT NUMBER.....H96000014114

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 2

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1999

O'HAIRE, QUINN, CANDLER ET AL
3111 CARDINAL DRIVE
VERO BEACH, FL

SUBJECT: BELFLOR, INC.
REF: W96000021221

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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) 487-6878.

Tarri Buckley
Corporate Specialist

FAX Aud. #: B96000014114
Letter Number: 396A00045780

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No. H98000014114

THIS INSTRUMENT PREPARED BY

MICHAEL O'HAIRE
O'HAIRE, QUINN & CANDLER
3111 CARDINAL DRIVE
VERO BEACH, FLORIDA 33588
Fla. Bar No. 058608

ARTICLES OF INCORPORATION
OF
BELFLOR, INC.

The undersigned, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

The name of this corporation shall be **BELFLOR, INC.**, hereinafter referred to as the "corporation".

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is, 3111 Cardinal Drive, Vero Beach, Indian River County, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

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CLERK OF DISTRICT COURT
INDIAN RIVER COUNTY, FLORIDA

MICHAEL O'HAIRE
O'HAIRE, QUINN & CANDLER
3111 CARDINAL DRIVE
VERO BEACH, FLORIDA 33588
FLA. BAR NO. 058608

Fax Audit No. H96000014114

VERO CERTIFICATE PREPARED BY

MICHAEL O'HAIRE
O'HAIRE, QUINN & CANDLER
3111 CARDINAL DRIVE
VERO BEACH, FLORIDA 32983
Fla. Bar No. 058688**ARTICLE VII**

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws.

ARTICLE VIII

The name and street address of the member of the first Board of Directors are:

NAME**ADDRESS**

Hein DePrez

c/o O'Haire, Quinn & Candler,
Chartered
3111 Cardinal Drive
Vero Beach, Fl 32983

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TALLAHASSEE, FLORIDA

This director shall hold office until the first annual meeting or until his successors are elected or appointed and qualified as provided in the By-Laws.

ARTICLE IX

The name and address of the incorporator is Michael O'Haire, 3111 Cardinal Drive, Vero Beach, Florida, 32983.

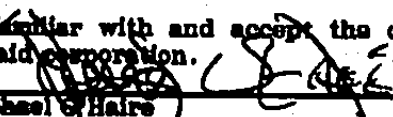
ARTICLE X

The registered agent for service of process within this state shall be Michael O'Haire, whose street address is 3111 Cardinal Drive, Vero Beach, Florida, Indian River County, Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 08 day of October, 1996.


Michael O'Haire
Incorporator

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Michael O'Haire
Registered Agent

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