

P9600093435

ROMANIK LAVIN HUSS & PAOLI  
1901 HARRISON STREET  
HOLLYWOOD, FLORIDA 33020

JOSEPH J. HUSS  
RICHARD A. IVERS\*  
ANITA PAOLI KOTLER  
ANDREW T. LAVIN  
SAMUEL A. LEWIS  
AUGUST C. PAOLI  
DAVID S. ROMANIK  
\* ALSO ADMITTED IN NY & CT

96 NOV 12 PM 3:21  
PLEASE REPLY TO:  
POST OFFICE BOX 1040  
HOLLYWOOD, FLORIDA 33022  
TELEPHONE (954) 922-4050  
TELEFAX (954) 925-2850  
EMAIL ROMANIK-LAVIN@NETLAW.COM  
11-8-96

November 8, 1996

000002003380--9  
-11/13/96--01159--002  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

Re: BELLUS and BELLUS INSURANCE SERVICES, INC.

Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50 made payable to the Secretary of State. The check represents:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>52.50</u>	Certified Copy of Articles
\$122.50	TOTAL

I would appreciate your taking the steps necessary to have this corporation filed in the State of Florida and returning a certified copy of the Articles of Incorporation to the undersigned in the envelope provided.

Sincerely yours,

Samuel A. Lewis

SAL/lh  
Enclosures  
sal\bellus\10

Samuel Lewis  
Article IV  
OCT 11/14/96

FILED

96 NOV 12 PM 3:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**BELLUS and BELLUS INSURANCE SERVICES, INC.**

The undersigned does hereby subscribe to, acknowledge and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

EFFECTIVE DATE

11-8-96

The name of this corporation is the Bellus and Bellus Insurance Services, Inc.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

**ARTICLE IV - TERM**

This corporation shall commence its existence on November 8, 1996, and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### **ARTICLE VII - PRINCIPAL OFFICE; INITIAL REGISTERED OFFICE AND AGENT; MAILING ADDRESS**

The street address of the principal office and the initial registered office of this corporation is 1901 Harrison Street, Hollywood, Florida 33020, and the initial registered agent of this corporation is Samuel A. Lewis, Esq. The mailing address for this corporation is 1423 West Fairbanks, Winter Park, Florida 32789-9722.

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased by a unanimous vote of the shareholders of the corporation, but in no event shall there be more than three (3) directors. The name and address of the initial directors of this corporation is:

Florine Bellus 615 Tuskawilla Point Lane, Winter Springs, FL 32708  
Stuart Bellus 615 Tuskawilla Point Lane, Winter Springs, FL 32708

The initial officers of this corporation will be:

President	-	Florine Bellus
Secretary	-	Stuart Bellus
Treasurer	-	Florine Bellus

Officers shall be elected from time to time in the manner set forth in the By-Laws of this corporation.

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is:

Florine Bellus

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.


**ARTICLE XI - POSSIBLE CONFLICTS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation, or not so interested.

**ARTICLE XII - CORPORATE DEBTS**

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

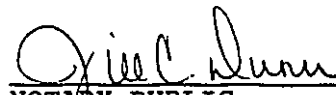
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of November, 1996.

  
\_\_\_\_\_  
FLORINE BELLUS  
Subscriber

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared FLORINE BELLUS, who is known to me or who produced a Florida driver's license as identification, and who did take an oath, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4th day of November, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Printed Name: Jill C. Dunn  
Commission No.:  
My Commission Expires:



Jill C. Dunn  
My Commission CC591610  
Expires November 20, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

First--That BELLUS and BELLUS INSURANCE SERVICES, INC.  
desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the articles of incorporation  
at 1423 West Fairbanks, City of Winter Park, State of Florida  
32789-9722, has named Samuel A. Lewis, Esq., located at 1901  
Harrison Street, City of Hollywood, State of Florida, 33020 as its  
agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-  
stated corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

By: 

SAMUEL A. LEWIS  
(Resident Agent)

sal\bellus\1

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 NOV 12 PM 3:21

FILED

LAW OFFICES  
ROMANIK LAVIN HUSS & PAOLI  
1901 HARRISON STREET  
HOLLYWOOD, FLORIDA 33020

JOSEPH J. HUSS  
RICHARD A. IVERS\*  
ANITA PAOLI-KOTLER  
ANDREW J. LAVIN  
SAMUEL A. LEWIS  
AUGUST C. PAOLI  
DAVID S. ROMANIK  
\* ALSO ADMITTED IN NY &

PLEASE REPLY TO:  
POST OFFICE BOX 1040  
HOLLYWOOD, FLORIDA 33022  
TELEPHONE (352) 922-4656  
TELEFAX (352) 925-2856  
EMAIL ROMANIK-LAVIN@NETLAW.COM

June 5, 1997

1802-0001

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600002232026--5  
-07/07/97--01167-011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: BELLUS AND BELLUS INSURANCE SERVICES, INC.

Dear Sir or Madam:

Enclosed please find an original and two copies of the Articles of Dissolution for the above-named corporation and a check in the amount of \$35.00 made payable to the Secretary of State.

I would appreciate your taking the steps necessary to have this corporation dissolved in the State of Florida and returning a conformed copy of the Articles of Dissolution to the undersigned in the enclosed self-addressed, stamped envelope.

If you have any questions regarding the enclosed, please contact me.

Sincerely,

  
Samuel A. Lewis

SAL/lw  
Enclosures  
corp.bellus.3

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL -7 PM 2:46

APPROVED  
AND  
FILED

60000093435  
3P8  
FL Diss  
7-7-97

ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403  
OF THE FLORIDA STATUTES

Pursuant to the provisions of §607.1403, Fla.Stat. (1995), the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is BELLUS AND BELLUS INSURANCE SERVICES, INC.
2. Dissolution was authorized on May 15, 1997.
3. No debts of the corporation remain unpaid.
4. The number of shares cast in favor of dissolution was sufficient for approval.

DATED June 30, 1997.

BELLUS AND BELLUS INSURANCE  
SERVICES, INC.

By: Stuart Bellus  
Stuart Bellus, Secretary

(CORPORATE SEAL)

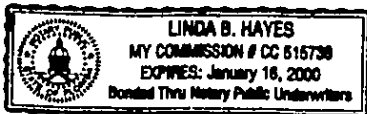
SHAREHOLDERS:

Florine Bellus  
FLORINE BELLUS

(SEAL)

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 30<sup>th</sup> day of June, 1997, before me, an officer duly qualified to take acknowledgments, personally appeared Stuart Bellus, as Secretary of BELLUS AND BELLUS INSURANCE SERVICES, INC., a Florida corporation, who is personally known to me or who produced a driver's license as identification, on behalf of the corporation.



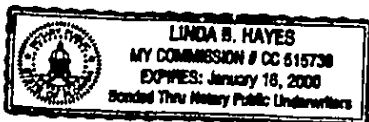
Linda B. Hayes  
Notary Public: Linda B. Hayes  
Commission No.:  
My Commission Expires:

97 JUL 1 2 45  
SECRETARY  
TALLAHASSEE  
STATE  
FLORIDA

APPROVED  
AND  
FILED

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 30<sup>th</sup> day of June, 1997, before me, an officer duly qualified to take acknowledgments, personally appeared FLORINE BELLUS, who is personally known to me or who produced a driver's license as identification.



Linda B. Hayes  
Notary Public: Linda B. Hayes  
Commission No.:  
My Commission Expires: