

CAPITAL CONNECTION, INC.

417 E Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

TX!

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY Jan _____

WALK-IN Will Pick Up 1/17 12:00 Jan

RE: Belleair Limoco,
Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

RECEIVED
 97 JAN 17 PM 9 50
 DIVISION OF CORPORATE CONNECTION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Prime Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
BELLEAIR AMOCO, INC.

FILED
97 JAN -7 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be BELLEAIR AMOCO, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise depose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding seventy five thousand (75,000.00) shares which shall be designated common shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the principle office of the corporation in the state of Florida is 1495 Belleair Road, Clearwater, Florida 34616. The initial street address of the

registered office of the corporation in the state of Florida is 1495 Belleair Road, Clearwater, Florida 34619. The name of the initial registered agent of the corporation at such address is Charles D. Schultz.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be two (2).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name(s) and address(es) of the initial member(s) of the Board of Directors, who shall hold office until (his, her, their) successors are duly elected and have qualified, (is, are):

<u>Name</u>	<u>Address</u>
Charles D. Schultz	1495 Belleair Road Clearwater, FL 34616
Robin A. Schultz	1495 Belleair Road Clearwater, FL 34616

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Charles D. Schultz	1495 Belleair Road Clearwater, FL 34616

ARTICLE VIII - PREEMPTIVE RIGHTS

Holders of shares of any class or series of the Corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the corporation, have preemptive rights to purchase shares of any class or series hereafter issued, sold, or otherwise transferred for cash or a cash equivalent by the corporation of the same kind, class, and series, as the case may be, as that which such shareholders already hold, and, to the same extent, to purchase securities convertible into or exchangeable for shares of

the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to purchase shares of the corporation. To be effective, a preemptive right must be exercised by a tender, in cash, to the corporation at its principal office, by the exercising shareholder, of the aggregate purchase price of the shares to be purchased by such shareholder, together with a statement executed by such shareholder that such shareholder is thereby exercising his preemptive rights; provided, however, that: (i) such shareholder shall be entitled to exercise preemptive rights only with respect to all, and not less than all, shares to which such shareholder's preemptive rights then apply; and (ii) no preemptive rights shall be exercisable if the same would, in the opinion of legal counsel to the corporation, violate any law, rule, or regulation, including, but not limited to, federal or state securities laws, to which the corporation is subject.

ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreases the number of directors of the corporation.

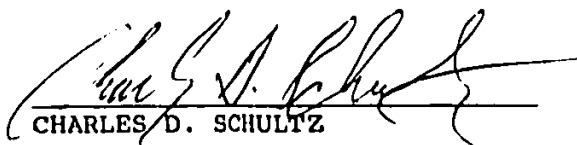
ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at 2861 Executive Drive, Clearwater, Pinellas County, Florida 34622, this 31st day of December, 1996.


CHARLES D. SCHULTZ

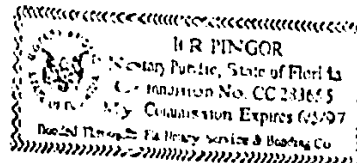
STATE OF FLORIDA)
) S.S.
COUNTY OF PINELLAS)

BEFORE ME the undersigned authority, personally appeared Charles D. Schultz, to me well known and known to me to be the person described in and who executed the foregoing instrument, who is personally known to me or who has produced a Florida driver's license # N/A as identification and who did take an oath.

Sworn to and subscribed before me this 31st day of December, 1996.



NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, Charles D. Schultz, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to section 607.325 of the Florida General Corporation Act.



CHARLES D. SCHULTZ

FILED
97 JAN -7 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA