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Telephone: 813 321-4330/TEMPORARY 813-823-4496

April 4, 1997

Mr. Kanut J. Khosla
Corporate Specialist
Business Organization Filing Section
FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
DIVISION OF CORPORATIONS
1047117-11-11113-000
0000022.50 0000022.50

Re: ARTICLES OF INCORPORATION
Bellendorf Enterprises, Incorporated
New Florida Corporation

Dear Kanut:

Please find enclosed the following:

1. ORIGINAL and ONE COPY of the ARTICLES OF INCORPORATION of BELLENDORF ENTERPRISES, INCORPORATED.
2. My trust account check in the amount of \$ 122.50 payable to SECRETARY OF STATE for the filing and certified copy fee for BELLENDORF ENTERPRISES, INCORPORATED.

Please be so kind as to send the CERTIFIED COPY to:

Peter W. Kersker, P.A.
Attorney at Law
Post Office Box 3180
St. Petersburg, Florida 33731

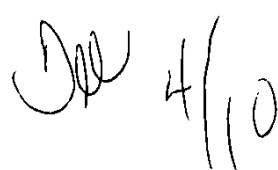
Many thanks for your assistance. Any questions? Please telephone me at my telephone number above.

Very truly yours,


Peter W. Kersker

PWK:

encl. as per above



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ARTICLES OF INCORPORATION
OF
BELLENDORF ENTERPRISES, INCORPORATED

ARTICLE I.

NAME

The name of this Corporation is: BELLENDORF ENTERPRISES,
INCORPORATED

ARTICLE II.

DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1000) shares of ONE DOLLAR (\$1.00) par value common stock, valued in currency of the United States of America.

ARTICLE V.

INITIAL PRINCIPAL OFFICE

The street address of the initial Principal Office of this Corporation is 476 EAST LAKE DRIVE, LARGO, FLORIDA 33771, and the name of the Director of this Corporation, at that address, is KEVIN K. BELLENDORF.

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1 BEACH DRIVE S.E., SUITE 1201, ST. PETERSBURG, FLORIDA 33701, and the registered agent of this Corporation at that address is PETER W. KERSKER, ESQ.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may either be increased or decreased or diminished from time to time by the BY-LAWS, but shall never be less than one (1). The name and address of the initial director of this Corporation is:

NAME:

KEVIN K. BELLENDORF

ADDRESS:

476 EAST LAKE DRIVE
LARGO, FLORIDA 33771

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION is:

NAME

KEVIN K. BELLENDORF

ADDRESS

476 EAST LAKE DRIVE
LARGO, FLORIDA 33771

ARTICLE IX.

PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustment to avoid issuance of fractional shares) to purchase shares of any other securities, that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the Treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue bears to the total number of shares of common stock, so long as said holder of common stock shall exercise the right and pay for the stock

available for purchase pursuant to such preemptive rights, within thirty (30) days of his or her receipt of a written notice from this Corporation inviting him or her to exercise such right.

ARTICLE X.

SALE OF STOCKS

All shares of stock in the Corporation are assignable, and any stockholder may sell, assign, and transfer his or her shares and certificates or certificate of stock at pleasure; except that no member can sell to one not a stockholder, without first offering his or her stock for sale to the other stockholders as provided herein, and, having given them reasonable opportunity to purchase, and except further, that no such transfer or assignment shall be valid unless and until it shall have been entered upon the books of the company and the older certificate or certificates shall have been surrendered for cancellation to the Secretary of the Corporation and a new certificate issued in lieu of same. No transaction shall be made by the Secretary of stock upon the books of the company when made by a member to one not a stockholder, unless such stock shall have first been offered for sale to the other stockholders and they have refused or neglected to purchase it. Any offer for sale must be in writing and sent to the offeree by registered mail and the offeree shall have a reasonable time in which to respond, which shall also be in writing YES or NO and also sent by registered mail. All transactions in this section shall be in accordance with the BY-LAWS of the corporation. Time is of the essence in any offer and/or response and specific time periods shall be set by the BY-LAWS of this Corporation.

ARTICLE XI.

LOST STOCK CERTIFICATES

The Corporation may issue a new certificate of stock in place of any certificate theretofore issued and alleged to have been lost, stolen, or destroyed, but the Board of Directors may require the owner of such lost, stolen, or destroyed certificate (s) or his

legal representative, to furnish an affidavit as to loss, theft, or destruction, and to give a bond in such form and substance and with such surety or sureties with fixed or open penalty, as it may direct, to indemnify the Corporation against any claim that might be made on account of the alleged theft, loss or destruction of such certificate (s).

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, such indemnification also to be more fully established and set forth in the BY-LAWS of this Corporation.

ARTICLE XIII.

BY LAWS


The initial BY-LAWS shall be adopted by the Board of Directors. The power to alter, amend, or repeal the BY-LAWS, or to adopt new BY-LAWS, is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XIV.

AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these ARTICLES OF INCORPORATION this 3RD DAY OF APRIL, 1997.



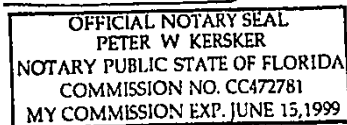
KEVIN K. BELLENDORF, Incorporator

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing ARTICLES OF INCORPORATION of BELLENDORF ENTERPRISES, INCORPORATED, were acknowledged before me, the undersigned, this 3RD DAY OF APRIL, 1997, at St. Petersburg, Pinellas County, Florida, by KEVIN K. BELLENDORF, to me well known personally and who offered me as additional proof of being KEVIN K. BELLENDORF, his Florida driver's license.

My Commission Expires:



A handwritten signature in cursive script, reading "Peter W. Kersker".

Peter W. Kersker, Notary Public
State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these ARTICLES OF INCORPORATION, I hereby accept to act in this capacity and agree to comply with the provision of Chapter 48.091, FLORIDA STATUTES, relative to keeping open said office for service of process.

A handwritten signature in cursive script, reading "Peter W. Kersker".

PETER W. KERSKER
Registered Agent

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DIVISION OF CORPORATIONS
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