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John R. Mahone, Jr.
48 Oakdale Rd. NW
Ft. Walton Beach, FL 32547
(904) 862 7068

July 3, 1997

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

Subject: Letter of Transmittal - Belle Oak Sales Corporation

Dear Reviewer:

Enclosed is an original and two copies of the **Articles of Incorporation** and a \$ 131.25 check for the filing fee, certified copy, and certificate. Please note the Corporate name has been reserved by your office, reservation number R9700G002773.

Should you have any questions regarding this transmittal please telephone me at (904) 862 7068.

Sincerely,



John R. Mahone, Jr.

Enclosures: Articles of Incorporation, Designation of Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL -7 AM 11:20

CP 7/18/97

Articles of Incorporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article I **Name**

The name of the corporation shall be: **Belle Oak Sales Corporation**

Article II **Principle Office**

The principle place of business of the Corporation is:

48 Oakdale Rd. NW
Ft. Walton Beach, Florida 32547

The mailing address of the Corporation is:

48 Oakdale Rd. NW
Ft. Walton Beach, Florida 32547

Article III **Purpose**

The purpose for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Florida Business Corporations Act.

Article IV **Duration**

The duration of the Corporation shall be perpetual.

Article V **Shares**

The Corporation is authorized to issue **one hundred thousand (100,000)** shares of **one dollar (\$1.00)** par value common stock.

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DIVISION OF CORPORATIONS
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Articles of Incorporation

Article VI **Share Limitations**

Each share of stock has equal voting rights on all matters coming before the Shareholders under the laws of the State of Florida, and no share has special rights or different qualifications.

Article VII **Bylaws**

Provisions for regulating the internal affairs of the Corporation are determined by the Bylaws of the Corporation. The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and Shareholders.

Article VIII **Board of Directors**

The Corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased as provided by the Bylaws of the Corporation, but shall never be less than one.

Article IX **Directors Liability**

No Director of the Corporation shall be personally liable to the Corporation or its Stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Directors duty of loyalty to the Corporation or its Stockholders, (ii) for acts or omissions which involve intentional misconduct or knowing violation of law, (iii) for acts prohibited by the Florida Business Corporations Act or, (iv) for any transaction from which the Director derived an improper personal benefit. If the Florida Business Corporations Act, or any other applicable law, is amended to authorize Corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporations Act, or any other applicable law, as so amended. Any repeal or modification of this Section by the Stockholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.


Articles of Incorporation

Article X Incorporator

The name and address of the Incorporator to these Articles of Incorporation is:

John R. Mahone, Jr.
48 Oakdale Rd. NW
Ft. Walton Beach, Florida 32547

In witness where, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned incorporator, have executed these Articles of Incorporation.



John R. Mahone, Jr.

July 3, 1997
Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**Certificate of Designation of
Registered Agent and Registered Office**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent and Registered Office, in the State of Florida.

1. The name of the Corporation is:

Belle Oak Sales Corporation

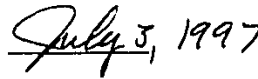
2. The name and address of the Registered Agent and Office is:

**John R. Mahone, Jr.
48 Oakdale Rd. NW
Ft. Walton Beach, FL 32547**

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with all provisions of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered agent.



John R. Mahone, Jr.



Date