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Spira, Beadle & McGarrell, P.A.

Attorneys & Counselors at Law

5205 Babcock Street, N.E.
Palm Bay, Florida 32905

EXPIRATION DATE
8/7/97

Jack B. Spira
James P. Beadle
Thomas P. McGarrell

Telephone: (407) 725-5000
Facsimile: (407) 724-6008

August 7, 1997

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

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***122.50 ***122.50

RE: BONNPELL, INC.

Gentlemen:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for BONNPELL, INC. Also enclosed is our check in the amount of \$122.50 representing the filing fee.

Upon filing of the Articles, please return the copy of the Articles of Incorporation, together with your Certificate of Incorporation to our office.

In the event you have any questions, please advise.

Very truly yours,

JACK B. SPIRA


Enclosure

JBS/amw

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

T.M. - 8/12/97

ARTICLES OF INCORPORATION
OF
BONNPELL, INC.

EFFECTIVE DATE
8/7/97

FILED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, subscriber to these Articles of Incorporation, natural persons, competent to contract, join together to form a corporation under the laws of the State of Florida; and further agree to the following conditions of said corporation.

ARTICLE I - NAME

The name of this corporation is: **BONNPELL, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing with the date of acknowledgment of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue 1,000 shares of common stock, having a par value of \$1.00 per share.

No shareholder shall divest himself of any of the shares without first giving the other shareholders the opportunity to purchase the shares of stock to be sold. Other shareholders shall have thirty (30) days from the date of said offer to reject or purchase the shares offered for sale.

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 - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 201 Crystal View South, Sanford, Florida 32773.

The name and address of the initial registered agent of this corporation is: Benjamin Pelliccio, Jr., 1327 Alcazar Street SE, Palm Bay, Florida 32905.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Director of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Benjamin Pelliccio, Jr.	1327 Alcazar Street SE Palm Bay, Florida 32905
Harry Franklin Bonnaville	201 Crystal View South Sanford, Florida 32773

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Benjamin Pelliccio, Jr.	1327 Alcazar Street SE Palm Bay, Florida 32905

ARTICLE IX

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as may be provided for by the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President	-	Benjamin Pelliccio, Jr.
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Vice President	-	Harry Franklin Bonnaville
Treasurer	-	Laura Bonnaville
Secretary	-	Laura Bonnaville

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE X - BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI - RESTRICTION OR TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued to the following persons and in the amount set opposite their names:

Harry Franklin and Laura Bonnaville	500 shares
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Benjamin Pelliccio, Jr.	500 shares
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The terms, agreements and times for offering or acceptance for the sale of such shares shall be more specifically defined in the By-Laws of the Corporation.

ARTICLE XII - MANAGEMENT OF THE CORPORATION BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

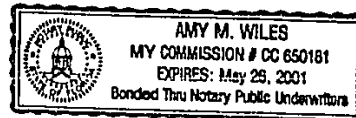
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the
aforementioned State and County to take acknowledgments and administer oaths, personally
appeared, BENJAMIN PELLICCIO, JR., who is personally known to me to me known to be
the persons described in and executed the foregoing Articles of Incorporation and he
acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7th day
of August, 1997.


AMY M. WILES
NOTARY PUBLIC

My commission expires: 5/26/01
My commission number: CC650181



IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed the Articles of Incorporation, this 7th day of August, 1997.



BENJAMIN PELLICCIO, JR.

STATE OF FLORIDA

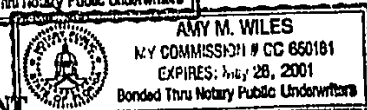
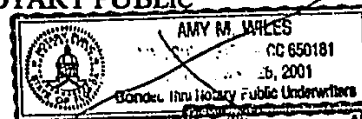
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforementioned State and County to take acknowledgments and administer oaths, personally appeared, BENJAMIN PELLICCIO, JR. who is personally known to me to me known to be the persons described in and executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7th day of August, 1997.


AMY M. WILES
NOTARY PUBLIC

My commission expires: 5/26/01
My commission number: CC650181



DESIGNATION OF REGISTERED AGENT

I HEREBY ACCEPT the designation as Registered Agent of this corporation.


BENJAMIN PELLICCIO, JR.

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DIVISION OF CORPORATIO
TALLAHASSEE, FLORIDA