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KILLGORE PEARLMAN

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OF COUNSEL

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2 CERTIFIED CIRCUIT COURT MEDIATOR
3 ALSO MEMBER OF NEW YORK & TEXAS BAR

September 4, 1997

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

Re: Incorporation of BELLA KAY, INC.

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$122.50. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated.

Very truly yours,

KILLGORE PEARLMAN

M. F. Stamp
By: Martin F. Stamp

MFS/cb
Enclosure

SEP 10 4 BSB

FILED
97 SEP -8 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BELLA KAY, INC.

FILED
97 SEP -8 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is BELLA KAY, INC. and its principal place of business and mailing address is 108 Blue Lake Court, Longwood, Florida 32779.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

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 1,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 108 Blue Lake Court, Longwood, Florida 32779 and the name of the initial registered agent of this corporation at that address is JAY J. KOZLOFF.

ARTICLE VI - INCORPORATOR

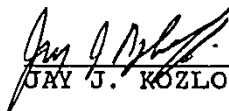
The name and address of the incorporator is:

JAY J. KOZLOFF
108 Blue Lake Court
Longwood, Florida 32779

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of September, 1997.


JAY J. KOZLOFF, Incorporator

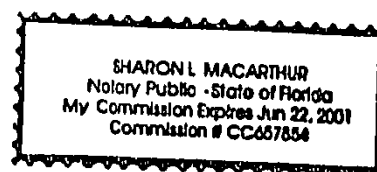
STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ Seminole

The foregoing instrument was acknowledged before me this 2nd day of September, 1997, by JAY J. KOZLOFF, who is personally known to me or who has produced as identification and who did take an oath.

NOTARY PUBLIC:

Sign: 
Print: Sharon L. MacArthur
State of Florida at Large
My Commission Expires:

Commission No. 6/22/2001



ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for BELLA KAY, INC. hereby accepts such appointment this 2d day of SEPTEMBER, 1997, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


JAY J. KOZLOFF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA