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MACFARLANE FERGUSON

TEL: 813 442 8470

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: MACFARLANE AUSLEY II (CLEARWATER)
CONTACT: PRISCILLA ADAMS
PHONE: (813) 441-8966

ACCT#: 071005001001

FAX #: (813) 442-8470

NAME: BELANGER ENTERPRISES INC

AUDIT NUMBER.....H97000019510

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A. (7)

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**ARTICLES OF INCORPORATION
OF
BELANGER ENTERPRISES, INC.**

ARTICLE I

Name

The name of this corporation is BELANGER ENTERPRISES, INC., whose place of business is located at 850 Lantana Avenue, Clearwater Beach, Florida 33767.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

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 1000 shares at One (.01) Cent par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in

Prepared By and Return To:
Bryan J. Stanley, Esq.
FBN: 0048328
625 Court Street, Suite 200
Clearwater, FL 33756
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accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Principal Office and Registered Agent

The address of the principal office of this corporation is 625 Court Street, Suite 200, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Bryan J. Stanley, Esquire.

ARTICLE VI

Initial Board of Directors and Officers

This corporation shall have two director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Michel Belanger	850 Lantana Avenue Clearwater Beach, FL 33767	Director President/Treas.
Zulay Belanger	850 Lantana Avenue Clearwater Beach, FL 33767	Director President/Treas.

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ARTICLE VII

Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Bryan J. Stanley	625 Court Street, Suite 200 Clearwater, FL 33756

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

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ARTICLE X

Shareholder Quorum and Voting

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

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

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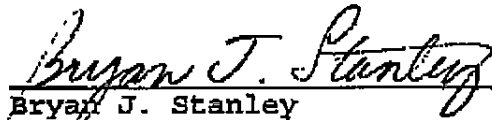
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ARTICLE XIII

Amendment

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of November, 1997.


Bryan J. Stanley
Incorporator

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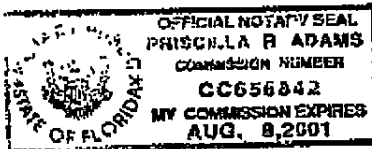
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STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Bryan J. Stanley, to me personally known to be the individual described in and who executed the foregoing instrument and who did take an oath and he/she acknowledged before me that he/she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 24th day of November, 1997.



Priscilla R. Adams
Print Name Priscilla R. Adams
Notary Public
My Commission Expires: 8-9-01

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for BELANGER ENTERPRISES, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Bryan J. Stanley
BRYAN J. STANLEY, Esquire

H:\DATA\ATTY\BJS\BELANGER\ARTICLES

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