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SUZANNE BARKETT
Of Counsel

DATE

EFFECTIVE DATE

12/29/97

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

December 29, 1997

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*****122.50 *****122.50

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

Re: Articles of Incorporation of Bell's Services, Inc.

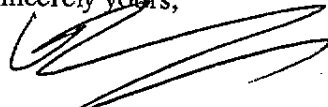
Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Bell's Services, Inc., together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed on or before December 29, 1997.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures

cc: Marcus A. Bell

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FILED
97 DEC 31 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TJM-1/13/98

W98-40
CONF# P97-61537



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1998

WILLIAM P. WEATHERFORD, JR., ESQ.
PO DRAWER 2366
WINTER PARK, FL 32790-2366

*name
changed -
pls. file*

We have received your document for BELL'S SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 498A00000139

EFFECTIVE DATE

12/29/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLES OF INCORPORATION
OF
BELL & HUGHES' SERVICES, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Bell & Hughes' Services, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 1043 Abell Circle, Oviedo, Florida 32765.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1043 Abell Circle, Oviedo, Florida 32765. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Marcus A. Bell. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Marcus A. Bell | 1043 Abell Circle Oviedo, Florida 32765 |

ARTICLE VII - INITIAL BOARD OF DIRECTORS

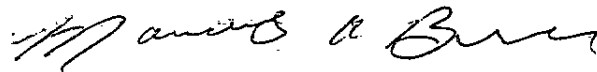
- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successor's are elected or appointed and have qualified, are:

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| Marcus A. Bell | 1043 Abell Circle Oviedo, Florida 32765 |
| Vicki Hughes | 1714 Don San George Court Orlando, Florida 32812 |

ARTICLE VIII - 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 incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 29 day of December, 1997.



Marcus A. Bell

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Marcus A. Bell
Marcus A. Bell

Date: 12/29/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA