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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -9 AM 9:15

LAWRENCE J. SEMENTO, P.A.
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TELEPHONE (352) 357-0770

NEAL D. HUEBSCH, OF COUNSEL

March 2, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-03/03/98--01035--008
*****70.00 *****70.00

Re: Belle Oaks Limited, Inc.

Dear Sirs:

In regard to the above, enclosed please find Articles of Incorporation, Certificate Designating Registered Agent, and check in the amount of \$70.00 for filing this corporation. If all is in order, I would request that the Articles be properly filed in the records of the Secretary of State. If you have any questions regarding the enclosed, please call.

Very truly yours,

LAWRENCE J. SEMENTO

LJS/cc
Enclosures

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D. BROWN MAR 11 1998

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**ARTICLES OF INCORPORATION
OF
BELLE OAKS LIMITED, INC.**

We, the undersigned, hereby make, subscribe, acknowledge, and file these articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is: BELLE OAKS LIMITED, INC.

ARTICLE II

EFFECTIVE DATE/EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

STOCK

The Corporation is authorized to issue a maximum number of 1,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The Shareholders of the Corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the Corporation to reasonable restraint by sale, assignment, pledge, will, inter vivos gift, or any other method of transfer or encumbrance of said common stock.

In the event that the holders of common stock of the Corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the Corporation, such stock shall not be eligible for transfer on the books of the Corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the Corporation shall only be transferable upon the books of

the Corporation.

ARTICLE V

OFFICE

The principal office of the Corporation will be located at 305 N. Villa Avenue, Fruitland Park, Florida 34731, and its mailing address is the same.

ARTICLE VI

REGISTERED AGENT

The initial Registered Agent for the Corporation is James R. Baker, whose address is 305 N. Villa Avenue, Fruitland Park, Florida 34731. The registered agent of the Corporation may be changed from time to time by the Corporation filing the appropriate documentation with the State of Florida.

ARTICLE VII

DIRECTORS

The Corporation shall initially have two (2) directors. The number of directors constituting the Board of Directors may be changed from time to time in accordance with the bylaws of the Corporation.

The Board of Directors of the Corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the Corporation, in whatever capacity.

The names and street addresses of the members of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James R. Baker	305 N. Villa Avenue Fruitland Park, FL 34731
Jill Baker	305 N. Villa Avenue Fruitland Park, FL 34731

ARTICLE VIII

OFFICERS

The Corporation shall have a president, secretary and treasurer, each of whom may be members of the Board of Directors, and the Corporation may have any such other and additional officers as may be authorized by its bylaws.

ARTICLE IX

SUBSCRIBER

The name and street address of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James R. Baker	305 N. Villa Avenue Fruitland Park, FL 34731
Jill Baker	305 N. Villa Avenue Fruitland Park, FL 34731

ARTICLE X

PREEMPTIVE RIGHTS

The Corporation shall grant to the Shareholders of record at the time of issuance of any additional stock full preemptive rights in the issuance of all new stock and full preemptive rights in all authorized but unissued stock, in that such stock shall be first offered to such registered Shareholders for sale at the price at which it is offered by others, which price, in the case of par value shares, may be in excess of par, before there shall be an offer to sell said stock to person other than said Shareholders. The terms and other details of such offer including the time of its acceptance and the manner of payment shall be determined by the Board of Directors.

ARTICLE XI

AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XII

AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at the Shareholders' meeting by a majority of the Shareholders entitled to vote thereon, unless all the directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the

full extent permitted by law.

DATED THIS 4 day of March, 1998.

WITNESSES:

Nancy M. Swigent
Witness
Nancy M. Swigent
Printed/Typed Name

James R. Baker
James R. Baker

Lawrence J. Semento
Witness
Lawrence J. Semento
Printed/Typed Name

Nancy M. Swigent
Witness
Nancy M. Swigent
Printed/Typed Name

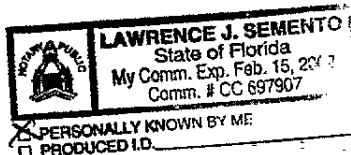
Jill Baker
Jill Baker

Lawrence J. Semento
Witness
Lawrence J. Semento
Printed/Typed Name

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared JAMES R. BAKER and JILL BAKER, who are personally known to me (or who have produced _____ as identification) and who acknowledged before me that they subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of March, 1998.



Notary Public Signature

Printed/Typed Name

My Commission Expires:

Commission Number


DESIGNATION OF REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That BELLE OAKS LIMITED, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Fruitland Park, County of Lake, State of Florida, has named James R. Baker as its agent to accept service of process within this state.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


James R. Baker
Registered Agent

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