

P98000043773

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

Re BELLEAIR BODY WORKS, Inc.
(name of corporation)

100002497651--5
-04/23/98--01042--009
*****70.00 *****70.00

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00

This represents the cost of the Filing Fee, Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

DOUGLAS M. BENEFIELD
(individuals name)

BELLEAIR BODY WORKS INC.
(name of corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 PM 2:09

RF
051428



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 24, 1998

DOUGLAS M. BENEFIELD
1649 S. MYRTLE AVE.
CLEARWATER, FL 33756

SUBJECT: BELLEAIR BODY WORKS INC.
Ref. Number: W98000009186

We have received your document for BELLEAIR BODY WORKS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 298A00022260

BELLEAIR BODY WORKS INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: BELLEAIR BODY WORKS INC.
1649 S. MYRTLE AVE CLEARWATER, FL 33756

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ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE THOUSAND shares (1000) of ONE DOLLAR Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	DOUGLAS M. BENEFIELD		
ADDRESS	901 DEMPSEY ST.		
CITY	CLEARWATER	FLORIDA	ZIP 33756

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	DOUGLAS M. BENEFIELD		
ADDRESS	901 DEMPSEY ST.		
CITY	CLEARWATER	STATE FL	ZIP 33756
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	DOUGLAS M. BENEFIELD		
ADDRESS	901 DEMPSEY ST.		
CITY	CLEARWATER	STATE	FLORIDA ZIP 33756
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 17th day of April 19 98.

Douglas M. Benefield (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA)
COUNTY OF Pinellas) SS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

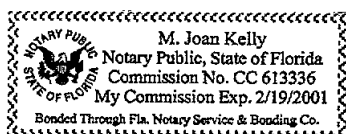
Douglas M. Benefield

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid,

this 17th day of April 19 98.

(Notary Seal)



M. Joan Kelly
(Notary Public, State of Florida at Large)
My commission expires: 2/19/2001

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

BELLEAIR BODY WORKS INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida
with its registered office as indicated in the Articles of Incorporation

at 901 DEMPSEY ST.

CLEARWATER, FL. 33756

has named DOUGLAS M. BENEFIELD

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

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

DOUGLAS BENEFIELD

(registered agent)

Douglas M. Benefield

FILED
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