

LAW OFFICE

JAWDET I. RUBAI, P.A.

1368 SOUTH MISSOURI AVENUE
CLEARWATER, FLORIDA 33756

Jawdet I. Rubai, Esq.
Jack F. White, III, Esq.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB - 1 PM 2:41

(727) 442-3800

Fax (727) 442-0504

P99000011311

January 27, 1999

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****122.50 *****78.75

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

EFFECTIVE DATE
1-27-99

Re: BELLEAIR PALMS, INC.

Dear Sir or Madame:

Please find enclosed the original and one (1) copy of the Articles of Incorporation, along with my check in the amount of \$122.50 for the filing of the same.

If you should require anything further, please do not hesitate to contact me.

Sincerely,

Jawdet I. Rubai

JIR/ry
Enclosures

D. BROWN FEB - 4 1999

ARTICLES OF INCORPORATION

OF

BELLEAIR PALMS, INC.

ARTICLE I. NAME

The name of this corporation is **BELLEAIR PALMS, INC.**

ARTICLE II. DURATION

This corporation shall exist in perpetuity commencing on the day of execution and acknowledgment 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 100 shares of one dollar (\$1.00) par value common stock which shall be designated "common shares".

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1358 South Missouri Avenue, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Jawdet I. Rubaii.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially.

Robert H. Deegan
609 Oak Avenue
Clearwater, FL 33756

ARTICLE VII. INCORPORATOR

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

Robert H. Deegan
609 Oak Avenue
Clearwater, FL 33756

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

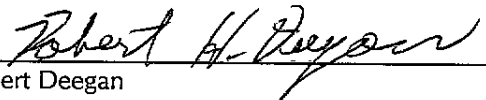
The principal place of business for the corporation is 609 Oak Avenue, Clearwater, Florida 33756.

EFFECTIVE DATE
1-31-99

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ARTICLE IX. AMENDMENT

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

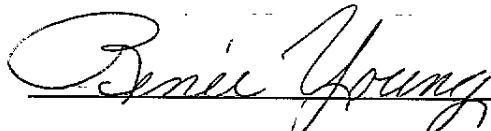

Robert Deegan

STATE OF FLORIDA
COUNTY OF PINELLAS

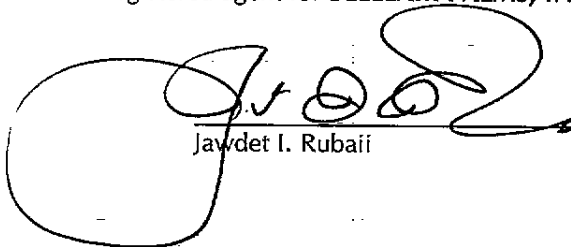
The foregoing instrument was acknowledged before me this 27th day of January, 1999, by Robert H. Deegan, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Driver's License as identification and who took an oath.

NOTARY PUBLIC

 Renee Young
My Commission CC740023
Expires May 6, 2002



I hereby accept the designation herein as registered agent for BELLEAIR PALMS, INC.


Jawdet I. Rubaii

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of January, 1999, by Jawdet I. Rubaii, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced a Driver's License as identification and who took an oath.

NOTARY PUBLIC

 Renee Young
My Commission CC740023
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