

LAW OFFICES  
ROTBART & DEUTSCH, P.A.

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Please reply to Boca Raton Office

P99000068439  
July 1999

Attn: New Filings Dept.  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Bellisari International, Inc.

900002941399--5  
-07/26/99--01123--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation for the above-referenced matter.

Please send a Certificate of Status and a certified copy of these Articles to my office at the Boca Raton address listed above.

A check for \$87.50 is enclosed. This represents payment for:

Filing the Articles of Incorporation  
Designation of and Acceptance by A Registered Agent  
Certificate of Status  
Certified Articles of Incorporation

Thank you in advance for your assistance.

Very truly yours,

ROTBART & DEUTSCH, P.A.

  
BY Erika Deutsch Rotbart

Enclosures  
EDR/dms

99 JUL 26 PM 1:37  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHEGGER AUG 2 1999

BOCA RATON

FORT LAUDERDALE

09939122

**ARTICLES OF INCORPORATION**  
**OF**  
**BELLISARI INTERNATIONAL, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation is: **BELLISARI INTERNATIONAL, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

The purpose or purposes for which the corporation is organized is to transact all lawful business for which corporations may be organized under the Florida Business Corporation Act of the State of Florida.

**ARTICLE IV - STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares, all of which shall be common stock and the capital of the corporation, and additional stock may be issued by the Directors of the corporation for any consideration deemed advisable. Each share of common stock shall be valued at One (\$1.00) dollar per share.

**ARTICLE V - PREFERENCES, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF COMMON STOCK**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - REGISTERED AGENT  
AND INITIAL REGISTERED OFFICE**

The Registered Agent of this corporation in the State of Florida shall be Arthur Andrew Bellisari, 684 SW 5<sup>th</sup> Street, Boca Raton, Florida 33486. The Initial Registered Office of this corporation shall be 684 SW 5<sup>th</sup> Street, Boca Raton, Florida 33486. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII - DIRECTORS**

This corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time through the Bylaws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS**

Director	Arthur Andrew Bellisari 684 SW 5 <sup>th</sup> Street Boca Raton, Florida 33486
President	Arthur Andrew Bellisari 684 SW 5 <sup>th</sup> Street Boca Raton, Florida 33486

**ARTICLE IX - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:

Arthur Andrew Bellisari  
684 SW 5<sup>th</sup> Street  
Boca Raton, Florida 33486

**ARTICLE X - AMENDMENT**

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 stockholders, and

approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

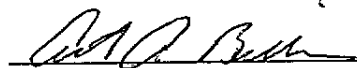
#### **ARTICLE XI - INDEMNIFICATION**

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

#### **ARTICLE XII - BYLAWS**

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

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation on this 16 day of July 1999.

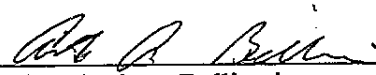
  
\_\_\_\_\_  
Arthur Andrew Bellisari

This document was prepared by: Rotbart & Deutsch, P.A.  
21845 Powerline Road  
Suite 201  
Boca Raton, FL 33433  
Tel.: 561.361.8010 / Fax: 561.361.8086

**CERTIFICATE DESIGNATING REGISTERED AGENT**

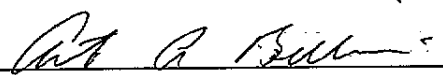
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

**THAT BELLISARI INTERNATIONAL, INC.,** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named Arthur Andrew Bellisari 684 SW 5<sup>th</sup> Street Boca Raton, Florida 33486, as its Agent to accept service of process within this State.

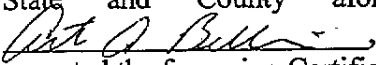
  
Arthur Andrew Bellisari  
Incorporator

**ACKNOWLEDGMENT:**


Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

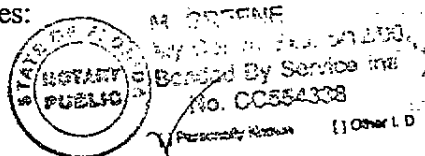
  
Arthur Andrew Bellisari  
Registered Agent

STATE OF FLORIDA                   )  
COUNTY OF PALM BEACH        )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, , to me known personally to be the person described in and who executed the foregoing Certificate Designating Registered Agent.

WITNESS my hand and official seal in the County and State aforesaid, this 16 day of July 1999.

  
NOTARY PUBLIC  
My Commission Expires:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 26 PM 1:3

FILED