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DORAN & WOLFE

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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PLEASE REPLY TO:
POST OFFICE DRAWER 15110
DAYTONA BEACH, FLORIDA 32115
(904) 253-1111
(888) 301-3166
FAX (904) 253-4260

July 28, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

100002947241--1
-08/02/99--01060--017
****150.00 *****87.50

Re: **Bell Design Group, Inc.**

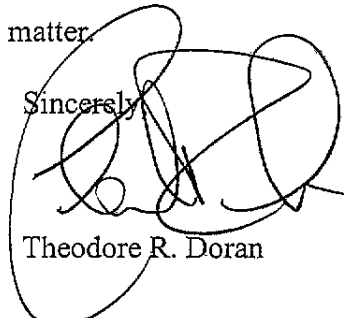
Dear Correspondent:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm's check in the amount of \$150.00 to cover the cost of the filing fee, certified copy of charter and registered agent fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your attention to this matter.

Sincerely,


Theodore R. Doran

TRD:ae
Enclosures
cc: Gary D. Bell

FILED
99 AUG -2 AM 10:05
TALLAHASSEE, FLORIDA
STATE DEPT OF STATE

g/c 8/10

ARTICLES OF INCORPORATION
OF
BELL DESIGN GROUP, INC.

FILED
99 AUG -2 AM 10:05
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be BELL DESIGN GROUP, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue one thousand shares of common capital stock with no par value.

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of the individual who shall serve as a member of the Initial Board of Directors is: Gary D. Bell, 4820 South Peninsula Drive, Ponce Inlet, Florida 32127.

ARTICLE VI. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Theodore R. Doran.

ARTICLE VIII. PRINCIPAL OFFICE

The address of this corporation's principal office shall be: 4820 South Peninsula Drive, Ponce Inlet, Florida 32127.

ARTICLE IX. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:
Theodore R. Doran, Esquire, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, Florida 32118.

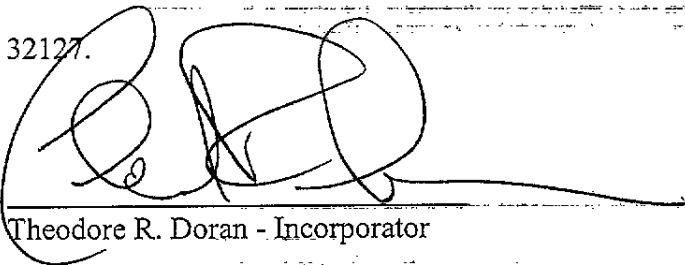
ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

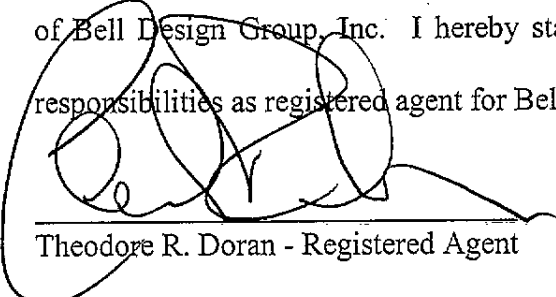
ARTICLE XI. MAILING ADDRESS

The mailing address of the Corporation is 4820 South Peninsula Drive, Ponce Inlet, Florida

32127.

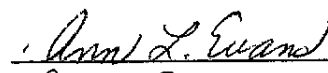

Theodore R. Doran - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of Bell Design Group, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Bell Design Group, Inc.


Theodore R. Doran - Registered Agent

State Of Florida
County Of Volusia

On July 28, 1999, Theodore R. Doran, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation of Bell Design Group, Inc.


Ann L. Evans
Notary Public



Ann L Evans
My Commission CC779110
Expires September 29, 2002

(SEAL)

SEAL OF STATE
TALLAHASSEE, FLORIDA

99 AUG -2 AM 10:05

FILED