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ACCOUNT NO. : 072100000032  
REFERENCE : 436102 9429A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : June 20, 1997  
ORDER TIME : 11:20 AM  
ORDER NO. : 436102-005  
CUSTOMER NO: 9429A

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-06/20/97--01074--016  
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CUSTOMER: Debbie A. Borgh, Legal Asst  
ALFORD BARBER & MARIANI  
1550 S. Highland Avenue  
Clearwater, FL 34616

RECEIVED  
JUN 20 11:02  
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: BEIL PROPERTIES, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest  
EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION  
OF  
BEIL PROPERTIES, INC.

FILED  
97 JUN 20 PM 3:02  
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation is BEIL PROPERTIES, INC.  
and its mailing address is 247 Ocean View, Newport Beach,  
California 92663.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of  
the date of acceptance and filing of these Articles by the  
Secretary of State of Florida.

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 7,500 shares of \$1.00  
par value common stock.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1201 Hays Street, Tallahassee, Florida 32301 and the name of its initial registered agent of this corporation at that address is Corporation Service Company.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The names and addresses of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Walter Beil	247 Ocean View Newport Beach, CA 92663

**ARTICLE VII**

**INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Timothy K. Mariani	1550 S. Highland Avenue Clearwater, FL 34616

**ARTICLE VIII**

**CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE IX**

**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE X**

**INDEMNIFICATION**

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

ARTICLE XI

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

AMENDMENT


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


IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 19<sup>th</sup> day of June, 1997.

  
TIMOTHY K. MARIANI

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 19<sup>th</sup> day of June, 1997.

 DEBRA A. BORGH  
Notary Public, State of Florida  
My Commission Expires Jan. 30, 2001  
Commission # CC897647

  
Notary Public  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered

Agent of BEIL PROPERTIES, INC. which is contained in the foregoing  
Articles of Incorporation.

Dated this 20<sup>th</sup> day of June, 1997.



Karen B. Rozar, As Its Agent as Registered Agent

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