

# P97000003941

One Penny Co.  
2315 Biscayne Bay Dr.  
No Miami, FL 33181

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

8/15/97

ARTICLES OF INCORPORATION

OF

ONE BENNY CO.

ARTICLE I.

The name of this Corporation is ONE BENNY CO.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE III.

This Corporation is organized for the following purposes, i.e.:

To perform any and all acts allowable to a Corporation under chapters 607.0301, 607.0302 and 607.0303 Florida Statutes, i.e.: any all powers allowed a Corporation for profit under the laws of the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II: VOTING RIGHTS:

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.

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 VII.

The street address of the initial registered office of this Corporation is:

2315 Biscayne Bay Drive, North Miami, FL 33181

LIQUIDATIVE DATE  
01/07/97

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and the name of the initial registered agent of this Corporation at that address is:

**Benny Tarich**

ARTICLE VIII.

This Corporation shall have one Director 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 name and address of the initial Director of this Corporation is:

**Benny Tarich, 2315 Biscayne Bay Drive, North Miami, FL 33181**

ARTICLE IX.

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

**Benny Tarich, 2315 Biscayne Bay Drive, North Miami, FL 33181**

ARTICLE X.

AMENDMENT:

This Corporation reserves the right to ammend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

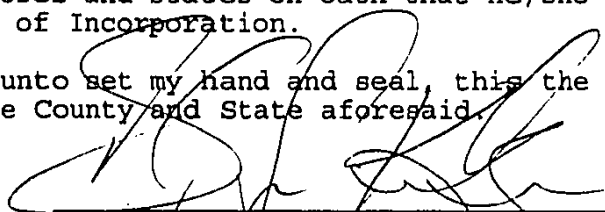
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this the 7 day of January 1997

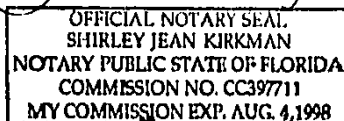
  
Benny Tarich, SUBSCRIBER

STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, to me well known, personally appeared **Benny Tarich** who, being first duly sworn deposes and states on oath that he/she executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this the 7 day of January 1997 in the County and State aforesaid.

  
NOTARY PUBLIC, STATE AT LARGE



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STATE OF FLORIDA  
DEPARTMENT OF STATE

Certificate Designating Place of Business of Domicile for the Service of Process Within This State and Naming Agent upon Whom Process May Be Served.

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The following is submitted in compliance with Chapter 48.091, Florida Statutes:

ONE BENNY CO., a corporation organizing under  
the laws of the State of Florida with its principal office at  
2315 Biscayne Bay Drive  
County of DADE, State of Florida, has named  
Benny Tarich, located at  
2315 Biscayne Bay Drive  
County of DADE, State of Florida, as its agent to accept service  
of process within this state.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process: to keep office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.

  
Benny Tarich, Resident Agent