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07 JAN 16 PM 2:43

B. Tadlock JAN 18 2007

Law Office of

Richard A. Venditti, P.A.

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Tarpon Springs, FL 34689

Phone (727) 937-3111

Fax (727) 938-9575

Richard A. Venditti, Esq.

Richard@tarponlaw.com

January 8, 2007

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

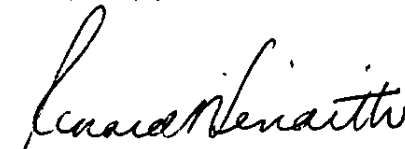
Re: **BENTLEY GLOBAL RESOURCES, LLC**

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Organization for the above-named limited liability company. Also enclosed is our firm check in the amount of \$125.00 to cover the \$100.00 filing fee and \$25.00 registered agent designation fee. Please return to the undersigned a date stamped copy of the Articles of Organization once filed.

Should you have any questions, please advise.

Very truly yours,,



Richard A. Venditti

RAV:jvm
Enclosures

cc: Carol A. Genovese

**ARTICLES OF ORGANIZATION
OF
BENTLEY GLOBAL RESOURCES, LLC**

FILED STATE
SECRETARY OF CORPORATIONS
07 JAN 16 PM 2:13

THESE ARTICLES OF ORGANIZATION forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, are made and executed as of the 2nd day of January, 2007, by the undersigned persons.

1. Name. The name of the limited liability company is BENTLEY GLOBAL RESOURCES, LLC (herein sometimes referred to as the "Company"). These Articles of Organization shall be effective immediately upon approval of the Secretary of the State of Florida.

2. Period of Duration. The period of duration of the Company shall be a term of (50) years, unless sooner terminated pursuant to law or the provisions of the Company's Operating Agreement.


3. Business Purpose. The business purpose or purposes for which the Company is organized is to engage in any lawful purpose. The Company shall provide effective management and investment of the Company assets, including all of the protections under the law that are afforded to the Company and its Member/Managers. The Company shall also (a) invest and reinvest the assets of the Company in, and to purchase or otherwise acquire, hold, sell, transfer, exchange or otherwise dispose of, or realize upon, securities of all types and descriptions and any other interests in business ventures; (b) to purchase, own, lease, sell, exchange, develop and construct improvements upon, finance the acquisition, operation and development of, and the construction of improvements upon, to operate and maintain for any uses, and otherwise deal with and in, real property, or interests therein, wherever located; (c) to purchase, lease, sell, own and operate, and to finance the acquisition and operation of, personal property; (d) to incur indebtedness, secured or unsecured, for any of the purposes of the Company (e) to engage in any other lawful business activity permitted under the laws of the State of Florida; and (f) any other purposes as are necessary to protect or enhance the assets of the Company.

4. Principal Office. The principal address of the Company's office is 3601 West Bay to Bay Blvd., Tampa, Florida 33629.

5. Registered Agent. The name, street address, and signature of the Company's initial registered agent are as follows:

Name: Charles T. Genovese, Jr.
Address: 3601 West Bay to Bay Blvd.
City, State, Zip Tampa, Florida 33629

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


Name: CHARLES T. GENOVESE, JR.
Registered Agent's Signature

6. **Substitute Service of Process.** If the registered agent has resigned, the registered agent's authority has been revoked, or the registered agent cannot be found or served with the exercise of reasonable diligence, then service shall be made according to the then prevailing statute under the laws of the State of Florida.

7. **Members.** The members of the Company and addresses are:

Charles T. Genovese, Jr.
3601 West Bay to Bay Blvd.
Tampa, Florida 33629

Matthew J. D'Agostino
3601 West Bay to Bay Blvd.
Tampa, Florida 33629

Carol A. Genovese
2955 Wentworth Way
Tarpon Springs, FL 34688

8. **Management.** The management of the Company is reserved to the Managers to be selected by the Members. The first such Managers, who shall serve as such Managers until the first meeting of the Members/Managers or until their successor is elected, are:

Charles T. Genovese, Jr.
3601 West Bay to Bay Blvd.
Tampa, Florida 33629

Matthew J. D'Agostino
3601 West Bay to Bay Blvd.
Tampa, Florida 33629

Carol A. Genovese
2955 Wentworth Way
Tarpon Springs, FL 34688

The undersigned hereby affirms that they are the Members/Managers of the Company and that the facts stated in the foregoing Articles of Organization are true. The address of each Member/Manager is above.

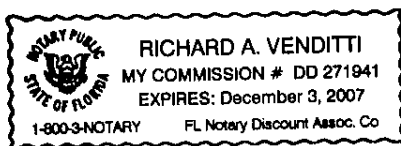
Charles T. Genovese, Jr.
NAME: CHARLES T. GENOVESE, JR.

Matthew J. D'Agostino
NAME: MATTHEW J. D'AGOSTINO

Carol A. Genovese
NAME: CAROL A. GENOVESE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Organization was subscribed, sworn to, and acknowledged before me this 2nd day of January, 2007, by CHARLES T. GENOVESE, JR., as Member/Manager of the limited liability company identified above, and he affirmed to me that the facts stated in the foregoing Articles of Organization are true.

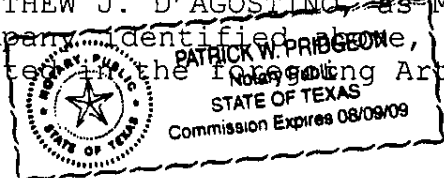


Richard A. Venditti
Notary Public, State of
Florida

My Commission Expires:

STATE OF TEXAS)
COUNTY OF DALLAS)

The foregoing Articles of Organization was subscribed, sworn to, and acknowledged before me this 3rd day of January, 2007, by MATTHEW J. D'AGOSTINO, as Member/Manager of the limited liability company identified above, and he affirmed to me that the facts stated in the foregoing Articles of Organization are true.



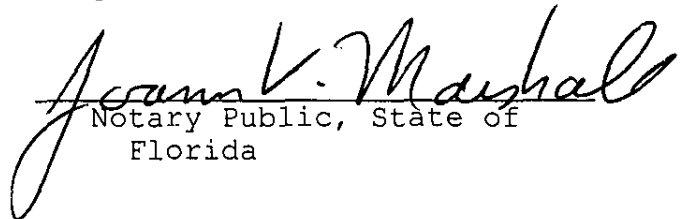
Patrick W. Priggen
Notary Public, State of
Texas

My Commission Expires:

08/09/09

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing Articles of Organization was subscribed, sworn to, and acknowledged before me this 2 day of January, 2007, by CAROL A. GENOVESE, as Member/Manager of the limited liability company identified above, and she affirmed to me that the facts stated in the foregoing Articles of Organization are true.


Notary Public, State of
Florida

My Commission Expires:



JOANN V. MARSHALL
MY COMMISSION # DD 219174
EXPIRES: July 30, 2007
Bonded Thru Budget Notary Services