

LAW FIRM OF
JAMES L. ESSENSON
ATTORNEY AND COUNSELOR AT LAW
FLORIDA NEW YORK
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IN ASSOCIATION WITH:
BERKOWITZ & PAGE
BUFFALO, NEW YORK

P000000049198

May 12, 2000

CERTIFIED - MAIL RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/15/00--01172--023
*****78.75 *****78.75

RE: Articles of Incorporation for Bentley Innovations, Inc.

Dear Sir or Madam:

With reference to the above matter, please find enclosed the following:

1. Original Articles of Incorporation for Bentley Innovations, Inc.
2. Copies of Articles of Incorporation for certifying by your office;
3. Original acceptance of Registered Agent;
4. This firm's trust check #5284 in the amount of \$78.75, made payable to Secretary of State of Florida, in consideration of the following fees:

a. Filing fee/Articles of Incorporation	\$35.00
b. Filing fee registered agent designation	\$35.00
c. Certified copy of Articles of Incorporation	\$ 8.75

Please file the original Articles of Incorporation for Bentley Innovations, Inc. and forward a certified copy of same along with your letter of acknowledgment to this office in the enclosed self-addressed, stamped envelope. Thank you for your cooperation.

Very truly yours,

THE LAW FIRM OF JAMES L. ESSENSON

By: James L. Essenson

JLE\dw
Enclosures

cc: Nancy B. Raymond
F:\Raymond, Nancy\SECSTATE.doc

CB
5-18-00
14

ARTICLES OF INCORPORATION
OF
BENTLEY INNOVATIONS, INC.

FILED
00 MAY 15 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

Name of Corporation. The name of this corporation shall be BENTLEY INNOVATIONS, INC. The street address of the corporation is 3241 Bayou Sound, Longboat Key, Florida 34228. The mailing address of the corporation is 3241 Bayou Sound, Longboat Key, Florida 34228.

ARTICLE TWO

General Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida for which corporations may be organized under the laws of the State of Florida.

ARTICLE THREE

Authorized Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be seventy-five hundred (7,500) of common stock with a par value of \$1.00 per share.

ARTICLE FOUR

Term of Existence. This corporation is to exist perpetually unless dissolved according to law.

ARTICLE FIVE

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 3241 Bayou Sound, Longboat Key, Florida 34228, and the name of the initial registered agent of this corporation at that address is Nancy B. Raymond.

ARTICLE SIX

Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Nancy B. Raymond
3241 Bayou Sound
Longboat Key, FL 34228

ARTICLE SEVEN

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

Nancy B. Raymond
3241 Bayou Sound
Longboat Key, FL 34228

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 12th day of May, 2000.

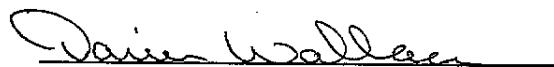

Nancy B. Raymond, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Nancy B. Raymond, who is personally known to me or has produced _____ as identification, to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, on this 12th day of May, 2000.




Notary Public
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

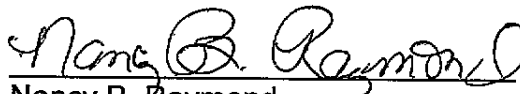
In compliance with Section 48.091, Florida Statutes, the following is submitted:
Bentley Innovations, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3241 Bayou Sound, Longboat Key, Florida 34228, and its initial registered office at 3241 Bayou Sound, Longboat Key, Florida 34228, has named Nancy B. Raymond its agent to accept service of process within Florida at the above-stated initial registered office.


Nancy B. Raymond, Incorporator

FILED
00 MAY 15 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Nancy B. Raymond
Dated: May 12th, 2000