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Charter Number Only

3/25/00

Requestor's Name: Barry Alan Wilen  
 Address: 4601 Sheridan Street #208  
 Hollywood, FL 33021 9549660011

VALIDATION ONLY

FILED  
 2900 MAY 26 AM 11:15  
 SECRETARY OF STATE  
 TALAHASSEE, FLORIDA

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 -05/26/00--01046--003  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION(S) NAME

Benjamin Bodin, Inc.



Empire Toll Free: 1-800-432-3028

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 DIVISION OF CORPORATIONS  
 TALAHASSEE, FLORIDA

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SECRETARY OF STATE  
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ARTICLES OF INCORPORATION  
OF  
BENJAMIN BODIN, INC.

ARTICLE I - NAME

The name of this corporation is BENJAMIN BODIN, INC.

ARTICLE II - ADDRESS

The principal place of business is 4995 East 10th Avenue,  
Hialeah, Florida 33013.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The nature of the business to be transacted by this corporation is to manufacture and sell clothing and apparel and for any other purpose or activity permitted under the laws of the United States and under the laws of the State of Florida and for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One and No/100 (\$1.00) Dollar par value common stock, which shall be designated "Common Shares".

ARTICLE VI - INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation is Ron Benjamin.

ARTICLE VII - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation is 4995 East 10th Avenue, Hialeah, Florida 33013.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three director(s) initially. The number of director(s) may be increased or decreased from time to time by the By-Laws but shall never be less than one. The names and address of the initial director(s) of this corporation are:

Ron Benjamin  
4995 East 10th Avenue  
Hialeah, Florida 33013

Ted Bodin  
1000 Quayside Terrace, #706  
Miami, Florida 33138

Lawrence Pomerantz  
c/o US ATM Group  
1 Old Country Road #335  
Carle Place, New York 11514

ARTICLE IX - INCORPORATOR

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

Ron Benjamin  
4995 East 10th Avenue  
Hialeah, Florida 33013

ARTICLE X - BY-LAWS

By-Laws may be repealed or amended, and new By-Laws may be adopted, by either the Board of Directors or the Shareholders but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders if the Shareholders specifically provide such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI- APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of a majority of the Shareholders of the Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - PREFERENCES, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. The holders of records of the common shares of this corporation shall be entitled to dividends at such times as the corporation is authorized to pay dividends.

Section 2. Right Upon Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding common shares shall be paid from the remaining assets of this corporation ratably.

Section 3. 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 XIV - AMENDMENTS

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

ARTICLE XV - DIRECTOR'S COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of May, 2000.

  
\_\_\_\_\_  
RON BENJAMIN

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared **RON BENJAMIN**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

FILED

2000 MAY 26 AM 11: 15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24 day of May, 2000.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



Barry Alan Wilen  
Commission # CC 821649  
Expires May 23, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for the above named corporation, hereby consents to said appointment and agrees to serve as same for said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of May, 2000.

  
\_\_\_\_\_  
RON BENJAMIN

Prepared by:  
BARRY ALAN WILEN, ESQ.  
4601 Sheridan Street, Suite 208  
Hollywood, Florida 33021  
(954) 966-0011