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PLEASE REPLY TO:

PALM BEACH OFFICE

August 2, 2000

VIA FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Ben Ross Investments, Inc.
Our File No.: 4876.000

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-08/03/00--01060--010
*****78.75 *****78.75

Dear Secretary of State:

Enclosed please find Articles of Incorporation for Ben Ross Investments, Inc. (original and one copy), Designation of Registered Agent and our check in the amount of \$78.75 to cover the cost of filing the articles, the Designation of registered agent and a certified copy.

Please file the Articles and provide us with a certified copy using the enclosed stamped envelope.

In addition enclosed you will find the Certificate of Limited Partnership, Affidavit of Capital Contribution for Ben Ross Partnership, L.T.D. and our check in the amount of \$1,785.00.

If the name Ben Ross Investments, Inc. is available and the articles have been filed, please file the original Certificate of Limited Partnership, date stamp the copy and return them with the Articles.

Thank you for your assistance, if you should have any questions please feel free to call.

Mireille Faris GAVE

AUTHORIZATION BY PHONE TO

CORRECT Article 4

DATE /mmf 8-9

DOC. EXAM. Tel

Very truly yours,

Mireille M. Faris

Paralegal

FILED
00 AUG - 3 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
BEN ROSS INVESTMENTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act (the "Act"), does hereby adopt the following articles of incorporation for such corporation:

1. **Name.** The name of the corporation is BEN ROSS INVESTMENTS, INC.
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Act and the exercise of any and all powers which are or may be permitted by law, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.
4. **Registered Office and Agent.** The post office address of its initial registered office is 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480, and the name of its initial registered agent at such address is Frank T. Pilotte. The principal office and the registered office is the same.
5. **Commencement of Business.** The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.
6. **Shares.** The aggregate number of shares which the corporation shall have authority to issue is One hundred thousand (100,000) Common Shares of the par value of one cent (\$00.01) each.
7. **Pre-Emptive Rights.** No shareholder shall have any pre-emptive right to purchase shares of the corporation.
8. **Written Consent by Shareholders.** Any action which must be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without notice and without a vote, if a consent or consents in writing, setting forth the action taken, is signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.
9. **Non-Cumulative Voting.** Cumulative voting is expressly prohibited. Directors shall be elected by majority vote of the shares represented at any meeting at which a quorum is present.

10. **Bylaws.** The power to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in either the shareholders or the Board of Directors of the corporation.

11. **Initial Directors.** The number of directors constituting the initial Board of Directors is three (3); thereafter, the number of directors of the corporation shall be fixed in accordance with the Bylaws. The name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Ben Ross	17744 Scarsdale Way Boca Raton, Florida 33496
Kathy Adams	1269 N. Lake Way Palm Beach, Florida 33480
Barbara Block	17 Shady Brook Road Great Neck, NY 11024

12. **Limitation of Liability of Directors.** Directors of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this provision shall not eliminate or limit the liability of a director for:

(1) a breach of a director's duty of loyalty to the corporation or its shareholders;

(2) an act or omission not in good faith that constitutes a breach of the director's duty to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;

(3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;

(4) an act or omission for which the liability of a director is expressly provided by statute; or

(5) an act related to an unlawful stock repurchase or payment of a dividend.

13. **Incorporator.** The name and address of the incorporator is Ben Ross, 17744 Scarsdale Way, Boca Raton, Florida 33496-1331.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of July, 2000.

Ben Ross

Ben Ross

**CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT**

BEN ROSS INVESTMENTS, INC.

FILED
00 AUG -3 PM 1:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **BEN ROSS INVESTMENTS, INC.**
2. The name and address of the registered agent for the corporation is:

Frank T. Pilotte
340 Royal Palm Way, Suite 100
Palm Beach, Florida 33480

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation 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.


FRANK T. PILOTTE
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31st day of July, 2000, by FRANK T. PILOTTE who is personally known to me or produced N/A as identification.



Signature of Notary Public

Printed Name of Notary Public

