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TRANSMITTAL LETTER

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

FILED
00 OCT 30 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: Benny's Marine Corp.

Enclosed is an original and One (1) copy of the
Articles of Incorporation and a check for:

70.00
Filing fee

78.75
Filing Fee
& Certificate

122.50
Filing Fee
& Cert. Copy

131.25
Filing Fee, Cert. Copy
and Certificate

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-10/30/00--01134--011
*****78.75 *****78.75

FROM: _____

VICTOR H OCHOA
TAX & ACCOUNTING SERV.
30511 SW 149 AVE.
HOMESTEAD FL 33033
305 247 6603

ARTICLES OF INCORPORATION
OF
BENNY'S MARINE CORP.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Corporation Act, and under the guidelines and regulation of the Code of the Internal Revenue Service, hereby adopts the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 30 AM 9:11

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ARTICLE I NAME

The name of this Corporation shall be: BENNY'S MARINE CORP.
The principal place of business of this corporation shall be:
150 NW 12nd Street B-1 Florida City, Florida 33034

ARTICLE II NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida, or any other State, Country, territory of nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares, One (\$1.00) Dollar par value which should be named "Common Shares".

ARTICLE IV TERM OF EXISTENCE

The duration of this Corporation is perpetual, the date and time of commencement of the corporate existence is the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE V QUALIFICATION

The directors of this corporation shall constitute all persons hereinafter named as Incorporators and such other persons as from time to time hereafter may be approved by the Board of directors as provided in the By-Laws.

ARTICLE VI BOARD OF DIRECTORS

- a. The day to day affairs of the corporation shall be managed by the Board of Directors.
- b. The number of Directors constituting the initial Board of Directors of this corporation are: Two, the number of Directors may be increased or decreased from time to time by the By-Laws, but never shall be less than One.
- d. The names and street addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected are:

Articles of Incorporation continue.....

ARTICLE VII INCORPORATORS

The name and Street address of the incorporators to this articles of Incorporation are:

Benigno Pena
30105 SW 152nd Court
Homestead, Florida 33033

Arahni Pena
30105 SW 152nd Court
Homestead, Florida 33033

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 30th day of October of 2000.



Benigno Pena



Arahni Pena

STATE OF Florida

COUNTY OF Dade

THE FOREGOING instrument was acknowledged and sworn before me this

30th day of October of 2000.



Notary Public



Victor Hugo Ochoa
Commission # CC 930616
Expires April 27, 2004
Bonded Through

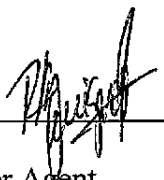
CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE BY PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

Benny's Marine Corp. A Corporation organized under the laws of the State of Florida with its principal office at 150 NW 12nd Street Florida City, Fl 33034, has named Benigno Pena, located at 30105 SW 152nd Court Homestead Fl 33033, as its agent to accept service of process within this State.

ACCEPTANCE:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF THE FLORIDA STATUTES RELATIVE TO KEEPING OPEN SAID OFFICE.



Register Agent

00 OCT 30 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED