

P00000103750

LAW OFFICES  
WEST & FEINBERG, P.C.

RONALD D. WEST (MD, DC)  
MARC R. FEINBERG (MD, DC)  
MICHAEL B. GLUCKSTERN (MD)  
LAWRENCE S. STERN (MD)  
STEVEN W. JACOBSON (MD, DC)  
JOE L. LEONE (MD, DC, FL, VA)  
JULIE ANN GARBER (MD, PA)  
MINDY G. SUCHINSKY (MD, NY, IL)  
JEANNETTE L. AUSTIN (DC)

SUITE 775N  
4550 MONTGOMERY AVENUE  
BETHESDA, MARYLAND 20814  
(301) 951-1500  
TELECOPIER (301) 951-1525

FILED  
00 NOV -3 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WRITER'S DIRECT NUMBER IS  
(301) 951-1500

November 2, 2000

000003451970--2  
-11/03/00--01105--005  
\*\*\*122.50 \*\*\*\*\*78.75

VIA FEDERAL EXPRESS

Division of Corporations  
Department of State  
409E Gaines Street  
Tallahassee, Florida 32399

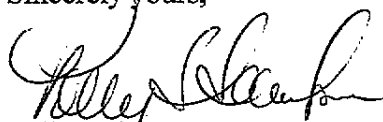
Re: Benevento Financial, Inc.  
Our File No. 13931

Gentlemen/Ladies:

I enclose for filing the original and one copy of Articles of Incorporation on behalf of the above Corporation, along with our check in the amount of \$122.50 for the filing fee.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,



Polly S. Sampson  
Corporate Paralegal

PSS

D. BROWN NOV - 6 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**BENEVENTO FINANCIAL, INC.**

**FILED**  
**00 NOV -3 AM 10:34**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of Benevento Financial, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is: Benevento Financial, Inc..

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence at such time as these Articles of Incorporation are accepted by the Florida Secretary of State.

**ARTICLE III - DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV - PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal and initial registered office of the Corporation is 340 Royal Poinciana Way, Suite 325A, Palm Beach, Florida 33480, and the name of the Corporation's initial registered agent at that address is Frank A. Benevento II.

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial director of the Corporation shall be Frank A. Benevento II, who shall serve in such capacity until the first annual meeting of the stockholder, or until his successor is duly elected and qualified.

## **ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporator is:

Name

Address

Joe L. Leone, Esq.

West & Feinberg, P.C.  
4550 Montgomery Avenue  
Suite 775N  
Bethesda, Maryland 20814

## **ARTICLE IX - INDEMNIFICATION**

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

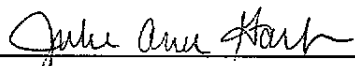
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2<sup>nd</sup> day of November, 2000.

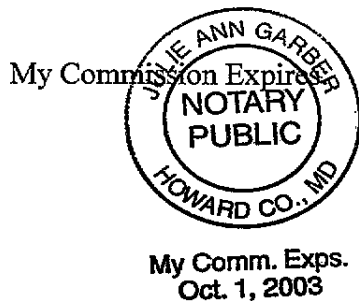
\_\_\_\_\_  
Joe L. Leone, Incorporator

STATE OF MARYLAND            )  
  )       SS:  
COUNTY OF MONTGOMERY    )

Before me, the undersigned authority, personally appeared Joe L. Leone, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

WITNESS my hand and official seal at Bethesda, Montgomery County, Maryland this 2<sup>nd</sup> day of November, 2000.

  
\_\_\_\_\_  
Notary Public, State of Maryland  
at Large



\\MASTERS\ARTICLES\FL.REG

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE 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:

That Benevento Financial, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Palm Beach, State of Florida, has named Frank A. Benevento II, who resides at 340 Royal Poinciana Way, Suite 325A, Palm Beach, Florida 33480, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Joe L. Leone, Incorporator

11/02/00  
\_\_\_\_\_  
Date

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Benevento Financial, Inc. in the foregoing Articles of Incorporation I, on behalf of Benevento Financial, Inc., hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

BENEVENTO FINANCIAL, INC.

  
Frank A. Benevento II

FILED  
00 NOV -3 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA