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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : LEVINE & PARTNERS, P.A.
Account Number : 074677001117
Phone : (305) 372-1350
Fax Number : (305) 372-1352

FLORIDA PROFIT CORPORATION OR P.A.

BENTLEY BAY G.P. CORP.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION OF
BENTLEY BAY G.P. CORP.

ARTICLE I
NAME

The name of the Corporation is BENTLEY BAY G.P. CORP.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 101 Ocean Drive, Miami Beach, Florida 33139.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 101 Ocean Drive, Miami Beach, Florida 33139.

Alan W. Levine, Esq.
Levine & Partners, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Facsimile: (305) 372-1352
Florida Bar Number: 0866822

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ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 600 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, Florida 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine.

ARTICLE VIII
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Alan W. Levine	1110 Brickell Avenue 7 th Floor Miami, FL 33131

ARTICLE IX
OFFICERS

The initial officer of the corporation is:

President/Secretary/Treasurer: Riccardo Olivieri

ARTICLE X
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

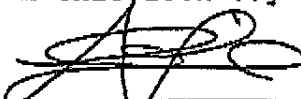
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ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of November, 2000.



Alan W. Levine

STATE OF FLORIDA :
: ss:
COUNTY OF MIAMI-DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Alan W. Levine, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at City of Miami, Miami-Dade County, Florida, this 15th day of November, 2000.



NOTARY PUBLIC, State of Florida

My Commission Expires:



Mireya P. Koger
MY COMMISSION # CC755691 EXPIRES
September 13, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

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CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT THE BENTLEY BAY G.P. CORP., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W.
LEVINE, LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL
33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA.



ALAN W. LEVINE

INCORPORATOR
NOVEMBER 15, 2000

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



ALAN W. LEVINE

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