

PO1000005732

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January 4, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

FILED
01 JAN 12 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of Benedetti, Inc.

Dear Sir/Madam:

Enclosed herewith are two (2) executed copies of Articles of Incorporation of Benedetti, Inc. along with a check in the amount of \$122.50. Please return the certified copy in the enclosed self addressed stamped envelope to the undersigned.

If there are any questions, please call.

Very truly yours,


Stephen L. Vinson, Jr.

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****122.50 *****78.75

SLV/iv
Enclosures

CB 1-16
W-01831

ARTICLES OF INCORPORATION
OF
ABENEC, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is and its address is Abenec, Inc., c/o Stephen L. Vinson, Jr., P.A., 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have \$1.00 par value.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is and the name of its initial registered agent at such address is Stephen L. Vinson, Jr., P.A., 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors are two (2). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Alvaro Benedetti
and
Patricia Davila

ARTICLE VII

Officers

The officers constituting the officers of the corporation shall be determined in accordance with the By-Laws, but shall not be less than a president and a secretary. The officers are:

Alvaro Benedetti, President
Patricia Davila, Secretary

ARTICLE VIII

Incorporator

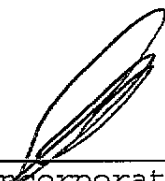
The name and address of the Incorporator is:

ARTICLE IX

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned on the 4th day of January, 2000.


Incorporator

STATE OF FLORIDA

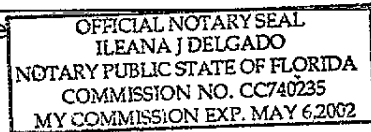
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 4
day of January, 2001, who is personally known to me or who has
produced _____ as identification and who
did take an oath.

My commission expires:



Notary Public

Printed Name



Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above
corporation at the place designated in and foregoing Articles of
Incorporation, I hereby accept the same and agree to act in this
capacity, and agree to comply with the provisions of Florida law
relative to keeping the registered office open.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA