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WILKINSON & TURNER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 602
501 BRICKELL KEY DRIVE
MIAMI, FLORIDA 33131

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To: Florida Department of State
Division of Corporations

From: Suzanne A. Perez
Date: January 19, 2001

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Please find enclosed the following:

1. Original copy of Articles of Incorporation - Bennington Invest Inc.;
2. Copy of Articles of Incorporation - Bennington Invest Inc.;
3. Acceptance of Registered Agent;
4. Transmittal Letter; and
5. Check payable to Florida Secretary of State.

Enclosures

FILED
01 JAN 22 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Suzanne Perez GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Off. same as RA address
DATE 01-23-01 at 9:25 am
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The number of directors may be either increased or decreased from time to time as provided in the bylaws but shall never be less than one. The following persons shall be directors of the Corporation until his successor is elected, and has qualified in accordance with the applicable laws of the United States and Florida:

<u>Name</u>	<u>Address</u>
Flora De D'Apuzzo	c/o 501 Brickell Key Drive, Suite 602, Miami, FL 33131
Tomas D'Apuzzo	c/o 501 Brickell Key Drive, Suite 602, Miami, FL 33131
Giuliana D'Apuzzo	c/o 501 Brickell Key Drive, Suite 602, Miami, FL 33131
Silvana D'Apuzzo	c/o 501 Brickell Key Drive, Suite 602, Miami, FL 33131

ARTICLE VIII - Executive Officers

The name and addresses of the executive officers of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Giuliana D'Apuzzo, President	c/o 501 Brickell Key Drive, Suite 602, Miami, FL 33131
Tomas D'Apuzzo, Secretary	c/o 501 Brickell Key Drive, Suite 602, Miami, FL 33131

ARTICLE IX - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidences of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associate or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

ARTICLE X - Director-Conflicts of Interest

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

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ARTICLE XI - Indemnification

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other Corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another Corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

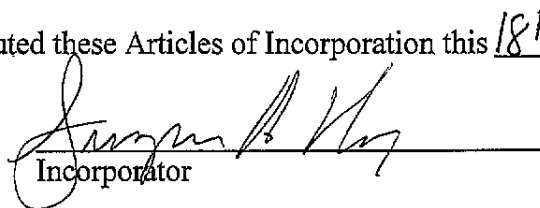
ARTICLE XII - Fiscal Year

The fiscal year of this Corporation shall be based on the calendar year, ending on the 31st day of December of each year.

ARTICLE XIII - Duration

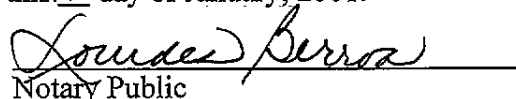
The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of January, 2001.

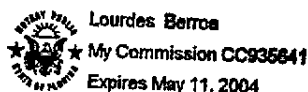

Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of January, 2001.


Notary Public

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My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bennington Invest Inc. at the place designated in the Articles of Incorporation, National Registered Agents, Inc. agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 Fla. Stat. (1989), relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

④ Dated this 18th day of January, 2001.

By: 
Authorized Representative
National Registered Agents, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA