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FLORIDA PROFIT CORPORATION OR P.A.**benenson holdings, inc.**

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ARTICLES OF INCORPORATION
OF
BENENSON HOLDINGS, INC.

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The undersigned, natural persons competent to contract, hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is: **BENENSON HOLDINGS, INC.**

The principal office and mailing address of this corporation is: 20500 West Dixie Highway, North Miami Beach, Florida 33180.

ARTICLE II - CORPORATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation 20500 West Dixie Highway, North Miami Beach, Florida 33180 and the name of the initial registered agent at that address is **ALAN BENENSON**.

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ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name and address of the initial member of the Board of Directors of this corporation is:

**ALAN BENENSON
20500 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FLORIDA 33180**

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation is:

**ALAN BENENSON
20500 WEST DIXIE HIGHWAY
NORTH MIAMI BEACH, FLORIDA 33180**

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of directors, shareholders or otherwise, and 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 and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.


F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

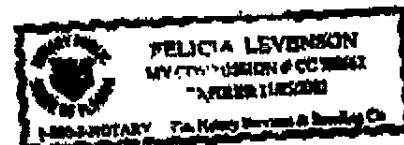
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of February, 2001.


ALAN BENENSON

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 9th day of February, 2001, by ALAN BENENSON, who is personally known by me or who has produced _____ as identification.


Printed Name: Felicia Levenson
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 11/05/02



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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0501 FLORIDA STATUTES, (1994, Supp.), as may be amended, the following is submitted:


That, **BENENSON HOLDINGS, INC.**, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 20500 West Dixie Highway, North Miami Beach, Florida 33180 and the name of the initial registered agent at that address is **ALAN BENENSON**, as its Registered Agent to accept service of process within the State of Florida; and

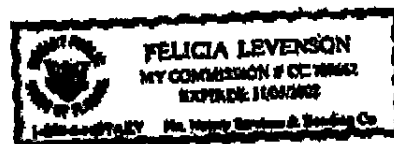
That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, **ALAN BENENSON**, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.


 ALAN BENENSON

STATE OF FLORIDA)
) SS.:
 COUNTY OF)

The foregoing instrument was acknowledged before me this 9th day of February, 2001, by **ALAN BENENSON**. He is personally known by me or who has produced _____ as identification.


 Printed Name: Felicia Levenson
 NOTARY PUBLIC, STATE OF FLORIDA
 My Commission Expires: 11/05/02



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