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FILED
01 APR 18 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE: 4-18-01

EFFECTIVE DATE
04-17-01

NAME: BENCORP CAPITAL, INC.

300004015379--4
-04/18/01--01031--010
*****78.75

TYPE OF FILING: ARTICLES OF ORGANIZATION

COST: CHECK ATTACHED

RECEIVED
01 APR 18 AM 11:00
DIVISION OF CORPORATION

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

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-04/18/01--01031--010
*****78.75 *****78.75

J. BRYAN APR 18 2001

ARTICLES OF INCORPORATION

FOR

BENCORP CAPITAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for **BENCORP CAPITAL, INC.**

EFFECTIVE DATE

04-17-01

1. The name of the corporation is **BENCORP CAPITAL, INC.**
2. The principal office address of the corporation is 2499 NW 25th Street, Boca Raton, Florida 33431.
3. The mailing address of the corporation is 2499 NW 25th Street, Boca Raton, Florida 33431.
4. The corporation shall have authority to issue 1,000 shares of stock, all of one class with a par value of \$1.00 per share.
5. The corporation's initial registered office is: 2200 Corporate Boulevard, N.W., Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.
6. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.
7. The name and address of the incorporator is:

Name

Address

HCRM Corp.

2200 Corporate Boulevard, N.W.
Suite 401
Boca Raton, Florida 33431

8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be April 17, 2001, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on April 17, 2001.

HCRM Corp., as Incorporator

By: Robert J. Hunt
Robert J. Hunt, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of **BENCORP CAPITAL, INC.** were acknowledged before me by Robert J. Hunt, Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 17th day of April, 2001, on behalf of HCRM Corp.

Elizabeth G. Courant
Notary Public
My commission expires:
Printed Name:



ACCEPTANCE OF REGISTERED AGENT

HCRM CORP. hereby accepts the above appointment as registered agent of **BENCORP CAPITAL, INC.** and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By: _____

Robert J. Hunt
Robert J. Hunt, Vice President

STATE OF FLORIDA
COUNTY OF PALM BEACH

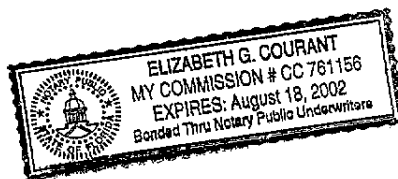
The foregoing Acceptance of Registered Agent was acknowledged before me by Robert J. Hunt, as Vice President of HCRM Corp., who is personally known to me and who did not take an oath, on this 17th day of April, 2001, on behalf of the corporation.

Elizabeth G. Courant

Notary Public

My commission expires:

Printed Name:



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