

0010000079492
(SAMPLE LETTER OF TRANSMITTAL)

FILED

DATE

01 AUG -8 PM 3: 25

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: MITCHELL BENJOYA LITERARY CORPORATION,
(Name of Corporation), Inc.

500004523925--3

-08/08/01--01037--008

****122.50 *****78.75

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.

Erin F. Morse
(Individual's Name)

MITCHELL BENJOYA LITERARY
CORPORATION, Inc.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
1075 DUVAL STREET		
C-21, PMB-235		
KEY WEST, FL 33040		
PHONE		
(305) 923-7410		
Area Code	Number	Ext.

ARTICLES OF INCORPORATION

of

MITCHELL BENJOYA LITERARY CORPORATION, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MITCHELL BENJOYA LITERARY CORPORATION, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>1075 DUVAL STREET, C-21, PMB 235</u>		
CITY <u>KEY WEST</u>	FLORIDA	ZIP <u>33040</u>

Mailing address, if different

STREET ADDRESS		
CITY	FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>EMILY F. MENSE</u>		
ADDRESS <u>1400 KENNEDY DRIVE, SUITE 431</u>		
CITY <u>KEY WEST</u>	FLORIDA	ZIP <u>33040</u>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	EMILY F. MENSE		
ADDRESS	1400 KENNEDY DRIVE, SUITE 431		
CITY	KEY WEST	STATE	FLORIDA ZIP 33040
NAME	CANDACE MENSE-BENJOYA		
ADDRESS	310 WHITE STREET, NO. 2A		
CITY	KEY WEST	STATE	FLORIDA ZIP 33040
NAME	MITCHELL BENJOYA		
ADDRESS	24 JADE DRIVE		
CITY	KEY WEST	STATE	FLORIDA ZIP 33040

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	EMILY F. MENSE		
ADDRESS	1400 KENNEDY DRIVE, SUITE 431		
CITY	KEY WEST	STATE	FLORIDA ZIP 33040
NAME	CANDACE MENSE-BENJOYA		
ADDRESS	310 WHITE STREET, NO. 2A		
CITY	KEY WEST	STATE	FLORIDA ZIP 33040
NAME	MITCHELL BENJOYA		
ADDRESS	24 JADE DRIVE		
CITY	KEY WEST	STATE	FLORIDA ZIP 33040

The undersigned incorporator(s) have executed these Articles of Incorporation this 5th day of AUGUST, 2001.

Emily F. Mense (Signature)
Candace Mense-Benjoya (Signature)
Mitchell Benjoya (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

FILED

01 AUG -8 PM 3: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MITCHELL BENJOYA LITERARY CORPORATION, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1400 KENNEDY DRIVE, SUITE 431

has named EMILY F. MENSE

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Emily F. Mense
(Signature)

AUGUST 5, 2001
(Date)