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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Benedicts, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
Benedicts, Inc.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

Benedicts, Inc.

The principal place of business of this Corporation shall be 1948 Oak Ridge Court, Clearwater, FL 33759.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having \$1 par value per share

Fax Audit No.: H01000101291 2

ARTICLE IV. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the Corporation shall be 1948 Oak Ridge Court, Clearwater, FL 33759 , and the name of the initial registered agent of the Corporation at that address is Patrick A. Fraizer who accepts the designation by his signature below and he states, " I am familiar with and accept the responsibilities as Registered Agent."

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This Corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated by the Bylaws.

ARTICLE VIII. INCORPORATORS

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

Patrick A. Fraizer
1948 Oak Ridge Court
Clearwater, FL 33759

Fax Audit No.: H01000101291 2

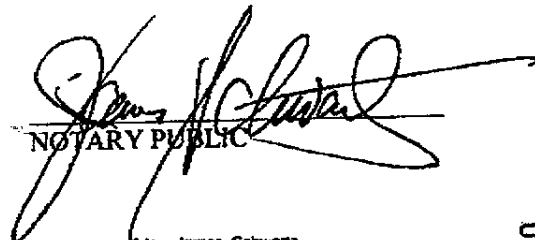

IN WITNESS WHEREOF, the undersigned authorized agent, has hereunto set his hand and seal on this day of September, 2001.


 Patrick A. Fraizer
 Incorporator /Registered Agent

STATE OF FLORIDA
 COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8 day of September, 2001, by Patrick A. Fraizer who is personally known to me or who has produced Florida Driver's Licenses as identification and who did take an oath.

Commission # _____
 My Commission Expires: _____


 NOTARY PUBLIC
 James Schwartz
 My Commission CC71788
 Expires February 18, 2002

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