

**LAW OFFICES  
of  
ROBERT D. CARREIRO**

3137 49th Street North  
St. Petersburg, Florida 33710

(813) 527-8772

*P02000014960*

January 23, 2002

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

In Re: J Bentley & Associates, Inc.

300004865073--0  
-02/04/02--01088--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sirs:

Enclosed please find two copies of the original articles of incorporation for the above-captioned corporation and a check in the amount of \$78.75.

Once the articles have been certified, please forward the certified articles back to this office.

If you have any questions or if I can be of further assistance, please do not hesitate to contact me.

Sincerely,

*Robert D. Carreiro*

Robert D. Carreiro

Enclosures

*[Handwritten signature]*

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

J Bentley & Associates, Inc.

The undersigned, subscriber(s), natural person(s) come together to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts, the following Articles of Incorporation for such corporation.

ARTICLE ONE - NAME

The name of the proposed corporation is J Bentley & Associates, Inc. The address of the Corporation is 11904 Dietz Drive, Tampa, Florida 33626.

ARTICLE TWO - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, and all acts or statutes amendatory thereof and supplemental thereto.

ARTICLE THREE - EXISTENCE

The corporation is to exist perpetually and shall begin its existence as of the date of the signing of these Articles of Incorporation.

ARTICLE FOUR - CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is one thousand (1000) shares of common stock at par value of One Dollar (\$1.00) per share. Stock may be issued by the corporation from time to time for such consideration as may be fixed by the board of directors. Each

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share of common stock shall represent one vote. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE FIVE - REGISTERED OFFICE

The address of the registered office of the proposed corporation in the State of Florida is:

11904 Dietz Drive, Tampa, Florida 33626. The name of the registered office agent to accept service of process is John B. Bentley, of the aforementioned address.

ARTICLE SIX - INCORPORATORS

The name and address of the incorporators is:


John B. Bentley  
11904 Dietz Drive  
Tampa, Florida 33626

ARTICLE SEVEN - BOARD OF DIRECTORS

This corporation shall be managed by a Board of Directors composed of one or more directors. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation is:

John B. Bentley  
11904 Dietz Drive  
Tampa, Florida 33626

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate, this 23rd day of January, 2002,  
A.D.

  
JOHN B. BENTLEY

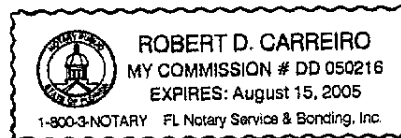
STATE OF FLORIDA )  
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared  
ROBERT W. DAVY well known to be the person(s) described in and  
who executed the foregoing Articles of Incorporation, and who  
acknowledged before me that he executed the same for the uses and  
purposes therein expressed.

WITNESS my hand and official seal, at St. Petersburg,  
in the County and State last aforesaid, this 23 day of  
January A.D., 2001.

  
NOTARY PUBLIC

My Commission Expires:

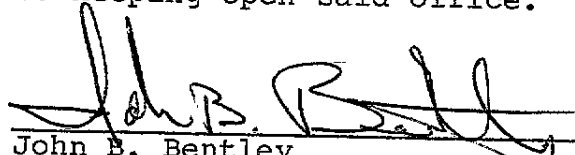


CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PRO-  
CESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS  
MAY BE SERVED.

That J Bentley & Associates, Inc., desiring to organize under  
the State of Florida, with its registered office at 11904 Dietz  
Drive, Tampa, Florida 33626 has named John B. Bentley, at 11904  
Dietz Drive, Tampa, Florida 33626 as its registered agent to  
accept service in this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
John B. Bentley  
Registered Agent

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