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	□ Certified Copy		□ Certificate of Good Standing
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	Fictitious Name	Limited Liability	,
	Name Reservation	Reinstatement	
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ANTICLES OF INCORPORATIO

OF EFFECTIVE DATE FILE FILE Bentley Bay 1201, Inc. 4 19 02 2002 APR 23 PH 12: 59

ARTICLE I

<u>Name</u>

SECRETARY OF STATE TALLAHASSEE FLORIDA

The name of the Corporation is: Bentley Bay 1201, Inc.

ARTICLE II

Duration

This Corporation shall have a perpetual existence, unless dissolved according to law, commencing on the date of filing. The Corporation's Effective of Existence Date shall be as of April 19, 2002.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated.

ARTICLE IV

Capital Stock

This Corporation is authorized to issue One Thousand (1000) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 8 Farrey Lane, Miami Beach, Florida 33139, and the name of the initial registered agent of this Corporation at that address is: Steven Rhodes.

ARTICLE VI

Principal Office

The principal office of the this Corporation is: 8 Farrey Lane, Miami Beach, Florida 33140.

ARTICLE VII

Initial Board of Directors

This Corporation shall initially have one (1) director. 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 name and address of each member of the initial Board of Directors of this Corporation is:

Steven Rhodes 8 Farrey Lane Miami Beach, Florida 33139

ARTICLE VIII

Incorporator

The name of the person signing these Articles is: Steven Rhodes, 8 Farrey Lane, Miami Beach, Florida 33139.

ARTICLE IX

Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 18th day of April, 2002.

Steven Rhodes, Incorporator

STATE OF FLORIDA)
SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Steven Rhodes, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18th day of April, 2002.

Notary Public State of Florida at Large

Print Name

My Commission Expires:

Alan B Fishman

**My Commission CC941881

**Expires July 26, 2004

FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Bentley Bay 1201, Inc.

In compliance with Sections 607.034 and 48.091, Florida Statutes, the following is submitted:

First--That Bentley Bay 1201, Inc., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at city of Miami Beach, State of Florida, has named Steven Rhodes, 8 Farrey Lane, Miami Beach, Florida 33139, as its agent to accept service of process within the state of Florida.

Dated this 18th day of April, 2002.

Steven Rhodes, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Dated this 18th day of April, 2002.

Steven Rhodes, Registered Agent

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SECKLIARY OF STATE