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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850)224-8870
Fax Number : (850)224-7047

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 OCT 20 A 9 10

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FLORIDA PROFIT CORPORATION OR P.A.

BENTLEY 707 CORP.

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H04000209694 3

ARTICLES OF INCORPORATION**OF****BENTLEY 707 CORP.**2004 OCT 20 A 9 40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**FILED**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **BENTLEY 707 CORP.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **609 N.E. 127th Street, North Miami, FL. 33161**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having no par value per share.

H04000209694 3

H04000209694 3

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Davis, Hellman & Suarez, LLC, 609 N.E. 127th Street, North Miami, Florida 33161**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL. 32301.

ARTICLE VI: OFFICERS & DIRECTORS

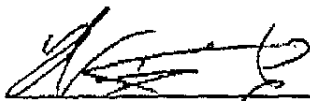
The name and address of the initial Officers and Directors of the corporation are:

Robert W. Jeffrey, Co-President/Secretary, 609 N.E. 127th Street, North Miami, Florida 33161

Kathleen Jeffrey, Co-President/Treasurer, 609 N.E. 127th Street, North Miami, Florida 33161

The undersigned has executed these Articles of Incorporation this 20th day of October 2004.

"Capital Connection, Inc. by, Weimar Lopez, Client Representative"



H04000209694 3

H04000209694 3

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Bentley 707 Corp.

2. The name and street address of the registered agent and office is: Davis, Hellman
& Suarez, LLC 609 NE 127th Street, North
Miami, Florida 33161

HAVE 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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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