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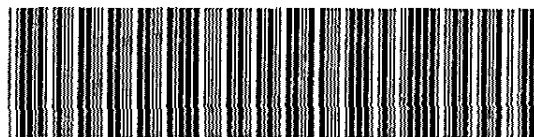
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: Benincasa & Kennedy, P. A.
(Proposed Corporate Name)

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for:

| | | | |
|---------------------|---------------------|--|---|
| <u> </u> \$70.00 | <u> </u> \$78.00 | <u>X</u> \$78.75 | <u> </u> \$87.50 |
| Filing fee | Filing fee | Additional Filing fee & Certified Copy (Additional Copy Required) | Filing fee Certified Copy & Certificate of Status |

FROM: Thomas A. Kennedy
1946 16th Avenue
Vero Beach, FL 32960
(772) 299-4511

Note: Provide the original and One (1) copy of the Articles of Incorporation

ARTICLES OF INCORPORATION
OF
BENINCASA & KENNEDY P.A.

ARTICLE I: NAME

The name of this corporation is Benincasa & Kennedy, P.A..

ARTICLE II: DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III: PURPOSE

This corporation is organized for the purpose of conducting a the "practice of law," and transacting any or all other lawful business as a Professional Association of Attorneys. Further, the over arching goal of this firm is to provide a superior standard of Professionalism, Commitment, and Legal Representation to the residents of the community in Indian River County, the State of Florida, the United States, and the World.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares." Fifty-percent of the initial issuance (fifty shares) of common shares shall be issued to Thomas A. Kennedy, Attorney, and fifty-percent of the initial issuance (fifty shares) shall be issued to Vincent James Benincasa, Attorney. In accordance with Florida Rules of Professional Conduct, each shareholder in this corporation shall be an attorney duly licensed to practice law in any the United States of America.

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1946 16th Avenue, Vero Beach, FL, 32960, and the name of the initial registered agent of this corporation at that address is Thomas A. Kennedy.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have 2 director(s) constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws,

however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Thomas A. Kennedy 1946 16th Avenue, Vero Beach, FL 32960
Vincent James Benincasa 1946 16th Avenue, Vero Beach, FL 32960

ARTICLE VIII: INCORPORATORS

The name and address of the Incorporator signing these articles is: Thomas A. Kennedy, 1946 16th Avenue, Vero Beach, FL 32960.

ARTICLE IX: INDEMNIFICATION

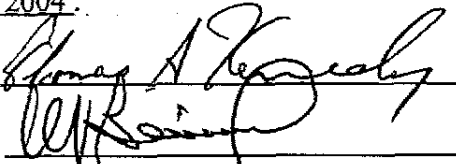
The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 16th day of November, 2004.

By

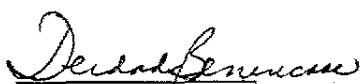


Incorporators: Thomas A. Kennedy & Vincent James Benincasa

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

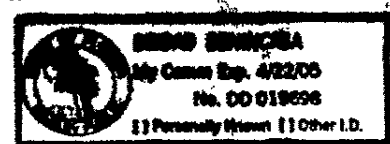
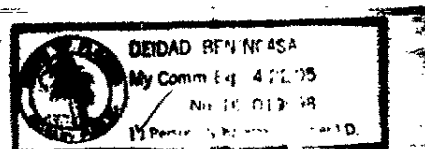
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas A. Kennedy, Attorney, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 15th day of December, 2004.



NOTARY PUBLIC, State of Florida
at Large

My commission expires: 4/22/05

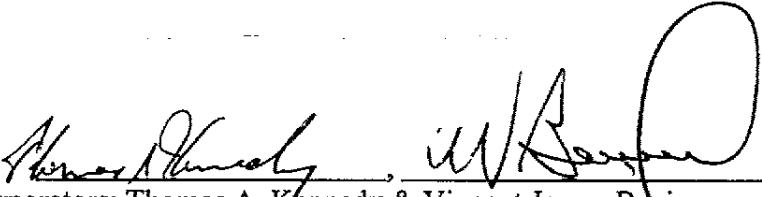


CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

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

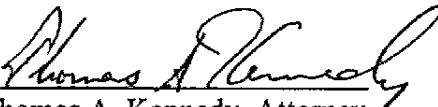
FIRST that Benincasa & Kennedy, P.A., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1946 16th Avenue, Vero Beach, FL 32960, has named Thomas A. Kennedy, located at 1946 16th Avenue, Vero Beach, FL 32960 as its agent to accept service of process within Florida.

Dated: 11-15-04


Incorporators: Thomas A. Kennedy & Vincent James Benincasa

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

Thomas A. Kennedy

By 
Thomas A. Kennedy, Attorney
Registered Agent