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Account Number : 105260003565 : (561)832-8288 : (561)832-5722 Phone

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# FLORIDA PROFIT CORPORATION OR P.A.

BENEPE -ATRIO, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

BENEPE, INC., a Florida corporation

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of the corporation shall be:

BENEPE, INC.

**ARTICLE II** 

<u>COMMENCEMENT OF EXISTENCE</u>: The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

## ARTICLE III

<u>PURPOSE</u>: The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

#### ARTICLE IV

<u>CAPITAL STOCK</u>: The maximum number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of the common stock with a par value of \$.01 per share, which shall be the only class of shares.

#### ARTICLE V

<u>PRE-EMPTIVE RIGHTS:</u> Every shareholder upon the sale of cash of any new stock of this corporation of the same kind or class of service as that which he already holds, 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 initial registered agent and street address of the initial registered office of the corporation shall be:

David I. Brodt
Leslic Robert Evans & Associates, P.A.
214 Brazilian Avenue, Suite 200
Palm Beach, FL 33480

#### **ARTICLE VII**

<u>INITIAL BOARD OF DIRECTORS AND OFFICERS:</u> This corporation shall have three (3) directors initially. The name and address of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Amit Neal Chanda
Peter Donovan McFaden
Bemnet Yohannes
123 South Olive Avenue
West Palm Beach, Florida 33401

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

#### ARTICLE VIII

INCORPORATOR: The name and address of the incorporator of the corporation is:

David I. Brodt 214 Brazilian Avenue, Suite 200 Palm Beach, FL 33480

#### ARTICLE IX

<u>INDEMNIFICATION</u>: The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X

MAILING ADDRESS: The mailing address of the corporation shall be:

123 South Olive Avenue West Palm Beach, Florida 33401

# ARTICLE XI

<u>SUB-CHAPTER S CORPORATION</u>: This corporation may elect to be treated as a Sub-Chapter S Corporation as defined by the Internal Revenue Code.

Executed at Palm Beach, Florida this day of February, 2005.

David I. Brodt

## ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of BENEPE, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this May of February, 2005.

David I. Brodt

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