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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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FLORIDA PROFIT CORPORATION OR P.A.

BENGE MARKETING, INC.

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ARTICLES OF INCORPORATION OF

BENGE MARKETING, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

BENGE MARKETING, INC.

The principle place of business of this corporation shall be:

17700 Collins Avenue
Sunny Isles Beach, FL 33160

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares 1\$ par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS, DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is:

Isaac Poznanski 17770 Collins Avenue Sunny Isles Beach, FL 33160
Barry Shelomovitz 17700 Collins Avenue Sunny Isles Beach, FL 33160


ARTICLE VI INCORPORATORS(S)

The name and street address of the incorporator to this Articles of Incorporation is:

Isaac Poznanski 17770 Collins Avenue Sunny Isles Beach, FL 33160

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of February 2005

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Isaac Poznanski

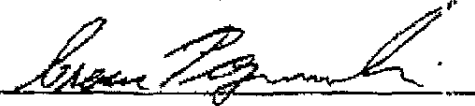
CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida.

1. The name and address of the registered agent and office is:
Isaac Poznanski 17770 Collins Avenue Sunny Isles Beach, FL 33169

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

2-22-05

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