



ARTICLES OF INCORPORATION  
OF  
BENWIL, INC.

FILED  
2005 MAY 11 AM 10:15  
CLERK OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I.  
NAME

The name of this Corporation is Benwil, Inc.

ARTICLE II.  
NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III.  
CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV.  
TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V.  
PREEMPTIVE RIGHTS

Every Stockholder, upon the sale of any new stock of this Corporation of the same kind, class or series 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.  
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 9452 Philips Highway, Suite 7, Jacksonville, FL 32256. The Board of Directors may from time to time move the principal office to any other address in Florida.

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**ARTICLE VII.  
DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

**ARTICLE VIII.  
INITIAL DIRECTORS**

The name and street address of the members of the first Board of Directors is:

Lawrence Doehne  
9452 Philips Highway, Suite 7  
Jacksonville, FL 32256

Mary Doehne  
9452 Philips Highway, Suite 7  
Jacksonville, FL 32256

Lawrence K. Doehne  
9452 Philips Highway, Suite 7  
Jacksonville, FL 32256

**ARTICLE IX.  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Jan D. McCormick  
50 N. Laura Street, Suite 2750  
Jacksonville, FL 32202

**ARTICLE X.  
SECTION 1244 STOCK**

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

**ARTICLE XI.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2750, Jacksonville, Florida 32202, and the name of the initial registered agent of this Corporation at that address is Brant, Abraham, Reiter, McCormick & Greene, P.A.

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ARTICLE XII.  
AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII.  
EFFECTIVE DATE

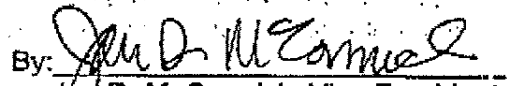
The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

  
Jan D. McCormick  
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Benwil, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

BRANT, ABRAHAM, REITER,  
McCORMICK & GREENE, P.A.

By:   
Jan D. McCormick, Vice President  
Registered Agent

#208490 v1 - articles of incorporation - benwil inc

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