

Division of Corporations

Page 2 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000153787 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 764-4996

FLORIDA PROFTT CORPORATION OR P.A.

Benvenuto Mall Liquidation, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

6/23/05
SAT
6/22/2005

4050001537873

ARTICLES OF INCORPORATION
OF
BENVENUTO MALL LIQUIDATION, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be BENVENUTO MALL LIQUIDATION, INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

This corporation is authorized to do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles of Incorporation, or any amendment thereof.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - ADDRESS OF CORPORATION
AND REGISTERED AGENT

The street and mailing address of the principal office of this corporation shall be 222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401. The street and mailing address of the registered agent of the corporation in the State of Florida shall be 222 Lakeview Avenue, Suite 800, West Palm Beach, Florida 33401.

FTL1467194:1

4050001537873

H050001537873

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation is Marvin S. Rosen.

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.
- C. The name and mailing address of the initial member of the Board of Directors who shall serve until his successor(s) shall have been elected and qualified is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Marvin S. Rosen	222 Lakeview Avenue Suite 800 West Palm Beach, Florida 33401

ARTICLE VII - INCORPORATOR TO ARTICLES

The name and mailing address of the incorporator to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Marvin S. Rosen	222 Lakeview Avenue Suite 800 West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 22nd day of

June, 2005.

Marvin S. Rosen
Marvin S. Rosen, Incorporator

H050001537873

H050001537873

**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT OF
BENVENUTO MALL LIQUIDATION, INC.**

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

Dated: June 22, 2005.


Marvin S. Rosen

Hns non 153787.3