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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

bendayan international group, p.a.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 5, 2005

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BENDAYAN INTERNATIONAL GROUP, P.A.
REF: W05000037041

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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(2)

ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bendayan International Group, P.A.

The undersigned subscriber to these Articles of Incorporation, being duly licensed to practice law under the laws of the State of Florida, adopt these Articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Florida Statute Chapter 621, and other laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this professional service corporation (the "Association") is the Bendayan International Group, P.A. The principal place of business and mailing address for the Association is: 3531 Griffin Road, Ft. Lauderdale, Florida 33312.

ARTICLE II

PURPOSE

The purposes for which this Association is formed are:

- a. To engage in the real estate services and to own and for the purposes of providing professional services;
- b. To own real and personal property, enter into contracts, and engage in any lawful business necessary for the rendering of such professional services;
- c. To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these articles of incorporation.

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The purposes of this corporation shall be carried out only through officers, employees, and agents, each of whom is duly licensed or otherwise legally qualified to render legal services in the State of Florida.

ARTICLE III

CAPITAL STOCK

The Association is authorized to issue one hundred (100) shares of common stock having no par value. All common stock shall be identical with each other in every respect, including but not limited to, distribution and liquidation proceeds. The holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote. There will be no preemptive rights granted to shareholders. None of the shares of the Association may be issued to anyone other than an individual duly licensed to practice law in the State of Florida.

ARTICLE IV

CORPORATE EXISTENCE

This Association shall exist perpetually unless sooner dissolved according to law. The Association shall be effective as of date of filing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent is:

Max M. Hagen
3531 GRIFFIN ROAD
FT. LAUDERDALE, FLORIDA 33312

ARTICLE VI

NUMBER OF DIRECTORS

This Association shall have one (2) director initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The name and address of the initial Directors and officers holder of this Association and their offices is:

Salomon Bendayn
3531 GRIFFIN ROAD
Ft. Lauderdale, FL 33312

June Bendayan
3531 Griffin Road
Ft. Lauderdale, FL 33312

ARTICLE VIII

SUBSCRIBER

The name and address of the incorporator is:

Max M. Hagen
3531 GRIFFIN ROAD
FT. LAUDERDALE, FLORIDA 33312

ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this Association, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

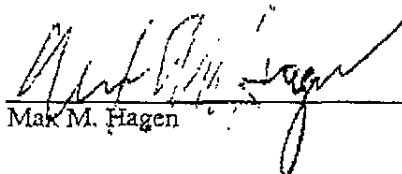
ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 4 day of Aug., 2005.


Max M. Hagen

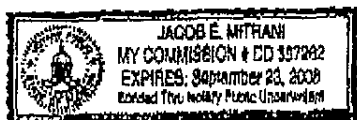
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared to me, Max Hagen, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Fort Lauderdale, County of Broward, State of Florida, this 4 day of August, 2005.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



TOTAL P.07

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

05 AUG -5 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST--THAT THE Bendayan International Group, P.A. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF FT. LAUDERDALE, STATE OF
FLORIDA, HAS NAMED Max M. Hagen, LOCATED AT 3531 GRIFFIN ROAD, CITY
OF FORT LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

Max M. Hagen
By: Max M. Hagen
Title: Incorporator

Dated this 7 day of Aug, 2005.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED ASSOCIATION, 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.

Max M. Hagen
By: Max M. Hagen
RESIDENT AGENT

Dated this 7 day of Aug, 2005.

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