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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
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TALLAHASSEE, FL 32399  
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FROM: FLEMING, HAILE & SHAW, P.A.  
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NAME: BENCHWARMERS OF AMERICA, INC.  
FAX AUDIT NUMBER: H95000001503  
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ARTICLES OF INCORPORATION  
OF  
BENCHWARMERS OF AMERICA, INC.

TALLAHASSEE, FLORIDA

95 FEB - 6 PM 4:25

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The undersigned, acting as the Incorporator of a corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Business Corporation Act", Chapter 607 of the Florida Statutes, as amended, does hereby adopt the following Articles of Incorporation for the Corporation:

1. The name of the Corporation is **BENCHWARMERS OF AMERICA, INC.**
2. The initial mailing address of the Corporation is:  
2866 East Oakland Park Boulevard  
Fort Lauderdale, Florida 33306.
3. The Corporation shall have perpetual existence.
4. The general purpose or purposes for which the Corporation is initially organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
5. The aggregate number of shares which the Corporation shall have authority to issue is one hundred (100) shares of common stock having a par value of one dollar (\$1.00), all of one class.
6. The address of the initial registered office of the Corporation is 2866 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306. The Registered Agent at that address is John F. Mariani.
7. The name of the Incorporator is Oren S. Tasini and his address is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.
8. The names and addresses of the individuals who are to serve as the initial directors are as follows:
 

<p>Vic Maitland 2866 East Oakland Park Boulevard Fort Lauderdale, Florida 33306</p> <p>John F. Mariani 2866 East Oakland Park Boulevard Fort Lauderdale, Florida 33306</p>	<p>Fred Millsaps 2866 East Oakland Park Boulevard Fort Lauderdale, Florida 33306</p> <p>Frank Avellino 2866 East Oakland Park Boulevard Fort Lauderdale, Florida 33306</p>
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9. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders are subject to these reservations.

Prepared by:  
Oren S. Tasini, Esq., FL Bar No.: 076097  
Fleming, Haile, Shaw & Cundlach, P.A.  
11780 U.S. Highway One, Suite 300  
North Palm Beach, Florida 33408  
(407) 627-8100

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10. The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

IN WITNESS WHEREOF, the undersigned has this 6th day of February, 1995, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.



Oren S. Tasini, Incorporator

## ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Corporation. I am familiar with, and accept, the obligations of, Section 607.0505 of the Florida Statutes.

By:

  
John F. Mariani

## ACKNOWLEDGMENT

STATE OF FLORIDA

SS:

COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, personally appeared Oren S. Tasini, who is personally known to me and known to me to be the Sole Incorporator named in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and seal this 6<sup>th</sup> day of February, 1995.

  
Laura Hollywood  
Notary Public

SEAL:



LAURA HOLLYWOOD  
MY COMMISSION # 0011437  
EXPIRES MAY 21, 1996  
BONDED THRU GENERAL INS. UND.

Prepared By:  
Oren S. Tasini, Esq., FL Bar No.: 076097  
Fleming, Haile, Shaw & Gonsky, P.A.  
11780 U.S. Highway One, Suite 300  
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