

BONNER, HOGAN
& COLEMAN, P.A.

Attorneys & Counselors At Law

Elwood Hogan, Jr.
Jeffrey P. Coleman
Milton A. "Al" Galbraith Jr.

John R. Bonner Sr.
of Counsel

March 1, 1995

P95000018154

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: BENTON FINANCIAL GROUP, INC.

Gentlemen:

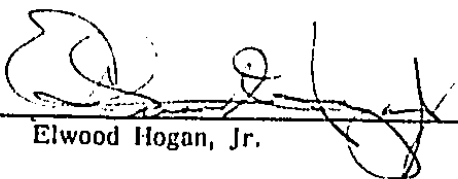
Enclosed are two executed Articles of Incorporation for filing with your office, together with our client's check in the sum of \$122.50 to cover the necessary filing fee. Please return one copy certified to the undersigned at your convenience.

Very truly yours,

BONNER, HOGAN & COLEMAN, P.A.

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****122.50 ****122.50

By


Elwood Hogan, Jr.

EH:b
Encl.

Atty 3-6

FILED
95 MAR -3 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
OF
BENTON FINANCIAL GROUP, INC.

FILED
MAR 3 1965
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is BENTON FINANCIAL GROUP, INC.

ARTICLE II

Duration

The term for which said corporation shall exist shall be perpetual, unless sooner dissolved by law.

ARTICLE III

Purpose

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, in accordance with and as permitted by Chapter 607, Florida Statutes.

ARTICLE IV

Capital Stock

This corporation is authorized to issue one thousand shares of One (\$1.00) Dollar par value common stock.

Preemptive Rights

Every shareholder, upon the sale for cash 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

prorata share thereof at the price at which it is offered to others.

ARTICLE V

Principal Office/Mailing Address

The principal office/street address of the Corporation is:

2135 N.E. Coachman Road,
Clearwater, Florida 34625

ARTICLE VI

Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 2135 N.E. Coachman Road, Clearwater, Florida 34625, and the name of the initial Registered Agent at that address is Robert L. Benton, who by execution hereof accepts the duties and responsibilities of such office.

ARTICLE VII

Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the Bylaws, but shall never be fewer than one (1). The name and address of the initial Board of Directors of this corporation is as follows:

Robert L. Benton

2135 N.E. Coachman Road
Clearwater, FL 34625

ARTICLE VIII

Incorporator

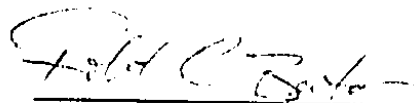
The name and address of the person subscribing to these Articles of Incorporation is: Robert L. Benton, 2135 N.E. Coachman Road, Clearwater, FL 34625.

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, The undersigned subscriber and Resident Agent has executed these Articles of Incorporation, this 28 day of February 1995.



Robert L. Benton, Subscriber
and Resident Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA