Requester's Name Address City State ZiP Phene ١,٧ CORPORATION(S) NAME MPIRE Toll Free: 1-800-432-3028 Profit) NonProfit () Amendment () Marger () Foreign Dissolution () Mark) Limited Partnership) Annual Report { } Other) Reinstatement) Reservation () Change of Registered Agent Ty Certified Copy) Photo Copies () Certificate Under Seal RECE) Call When Ready) Call If Problem () Mall Out () After 4:30 ដ → Welk In () Will Walt No Pick Up AH 10: 34 DBAL Name CERTIFIED Availability Decument Exeminer (Janks to) F. CHESSER

CR2E031 (R8-85)

Acknowledgment

W.P. Verifier



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 13, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: TIMOTHY BENTIZ MANAGEMENT LTD., INC.

Ref. Number: W96000003304

We have received your document for TIMOTHY BENTIZ MANAGEMENT LTD., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

LTD. MUST BE SPELLED OUT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser Corporate Specialist

Letter Number: 496A00006309

ARTICLES OF INCORPORATION

OF

TIMOTHY BENITZ MANAGEMENT INC.

Article I - Name

The name of this corporation is Timothy Benitz Management Inc.

Article II- Street Address

The street address of the initial principal office of this Corporation is

777 South Flagler Drive Suite 800 West West Palm Beach, FL 33401

Article III - Mailing Address

The mailing address of this corporation is:

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c/o Law Offices of James A. Stuber 222 Lakeview Avc. #160-311 West Palm Beach, FL 33401

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock with no par value.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

Law Offices of James A. Stuber Phillips Point, West Tower, Suite 800 West Palm Beach, FL 33401

The name of the initial registered agent of this corporation at that office is James A. Stuber.

Article_VI - Incorporator

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

James A. Stuber Phillips Point, West Tower, Suite 800 West Palm Beach, FL 33401



Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Timothy Benitz 57 Mann Avenue Toronto, Ontario M4S2Y2 Canada

Article VII - Indemnification

The Corporation shall indemnify and hold harmless each shareholder, officer, and director of the Corporation, and the agents of each of them (referred to as "Indemnified Parties") from and against any loss, expense, damage, or injury that the Indemnified Party suffers or sustains due to any act or omission, or alleged act or omission, that arises out of that Party's activities on behalf of the Corporation or in furtherance of the interest of the Corporation. Such losses, expenses, damages, or injuries shall include, but are not limited to, any judgment, award, settlement, reasonable attorney's fees, and other costs or expenses incurred in connection with the defense of any actual or threatened action, proceeding, or claim. However, the act or omission, or alleged act or omission, on which an actual or threatened action, proceeding, or claim is based must not have been performed or omitted fraudulently or in bad faith, as a result of wanton and willful misconduct, or due to gross negligence by the Indemnified Party.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this Zaday of February, 1996.

James A. Stuber

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated this **M**day of February, 1996.

Registered Agent