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2/23/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000002595))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

409 EAST GAINES STREET

MIAMI FL 33136-2890

TALLAHASSEE, FL 32399

CONTACT: LYNN FRIEDMAN

FAX: (904) 922-4000

PHONE: (305) 358-2571

FAX: (305) 358-7832

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BENNETT CORPORATION

FAX AUDIT NUMBER: H96000002595

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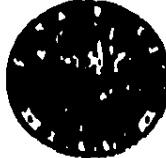
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DIVISION OF CORPORATIONS

**FLORIDA DEPARTMENT OF STATE****Sandra B. Morham**
Secretary of State

February 23, 1996

ACE INDUSTRIES, INC.**MIAMI, FL****SUBJECT: BENNETT CORPORATION**
REF: W96000004160

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

NOTE: ARTICLES 8, 9 AND 10 ARE MISSING FORM ARTICLES

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6937.

H96-02595

ARTICLE OF INCORPORATION

OF

BILL BENNETT CORP.

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:
BILL BENNETT CORP.

ARTICLE IINATURE OF BUSINESS:

(a) The general nature of the business of the corporation to be conducted by the corporation shall be to engage in the importation and exportation of various kind merchandise and other related commodities.

(b) To purchase, improve, develop, lease, exchange, sell, dispose of and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvements, development and construction of land and buildings belonging to or to be acquired by this corporation, or any other person, firm or company.

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(c) To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(d) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease, or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

(e) To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, of or any bonds, security or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power, privileges of ownership, including the right to vote on such stock.

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(g) To purchase the corporate assets of any other corporation and engage in the same nature or character of business.

(h) To provide all kinds and types of financial and investment services, without limit in providing accounting work, bookkeeping, auditing, tax preparation services and all types of business management services etc.

(i) To engage in the business of local and international Hotel and travel related services, for land, air and sea as ticket agent, reservation agent, for all types of transportation including outer space and time travel. To own and or operate shuttle bus service, taxi, courier services, ship and submarines services for business or pleasure.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation shall be 2,000 shares at \$1.00 par value each, all of which shall be common stock and shall be fully paid and non-assessable. All such stock shall be payable in cash, property, labor or service at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Two Thousand Dollars (2,000.00).

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ARTICLE V

The number of directors of this corporation shall not be less than two (2) nor more than five (5).

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until their successors are chosen, shall be.

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NAME	OFFICE	ADDRESS
WILLIAM P. BENNETT	PRESIDENT	1294 NW. 125th. TERRACE SUNRISE FL. 33323
LINETTE K. BENNETT	VICE PRESIDENT SECRETARY	1294 NW. 125th. TERRACE SUNRISE FL. 33323
JANETTE RICKETS	VICE PRESIDENT TREASURER	2523 SW. 177th. TERRACE MIRAMAR FL. 33029

ARTICLE VIII

SUBSCRIBER: The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares the subscribers agree to take, and the value of the consideration therefore, is:

WILLIAM P. BENNETT	1294 NW. 125th. TERRACE SUNRISE FL. 33323	1500 shares at \$1.00 par
LINETTE K. BENNETT	1294 NW. 125th. TERRACE SUNRISE FL. 33323	250 shares at \$1.00 par
JANETTE RICKETS	2523 SW. 177th. TERRACE MIRAMAR FL. 33029	250 Shares at \$1.00 par

ARTICLE IX

INITIAL REGISTERED OFFICE & AGENT: The street address of the initial registered office and mailing address is 2523 SW. 177th. TERRACE, MIRAMAR FLORIDA 33029. and the name of the initial registered agent of this corporation is JANETTE RICKETS. Both the registered agent's address and the registered office address are the same.

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ARTICLE XI

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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

BY-LAWS: The power to adopt, alter amend, or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIII

AMENDMENTS: These Articles of Incorporation can be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at a stockholder meeting by a majority of the stock entitled to vote.


ARTICLE XIV


STOCKHOLDER AGREEMENTS: Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such stockholders and trustees agreements.

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IN WITNESS WHEREOF, we have hereunto set our
hands and seals and caused to be filed in the office of the
Secretary of State, these Articles of Incorporation.


----- (SEAL)
William P. Bennett


----- (SEAL)
Linette S. Bennett


----- (SEAL)
Janette Ricketts

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PHONE NO. 1

Feb. 20 1996 02147PM P03

ACCEPTANCE OF REGISTERED AGENT

JANETTE RICKETT'S HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREDY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:-----

REGISTERED AGENT

DATE:-----

02/27/96

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STATE OF FLORIDA

COUNTY OF DADE

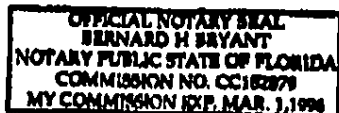
BEFORE ME, the undersigned authority personally appeared William P. Bennett, Linette K. Bennett, Janette Ricketts who acknowledged before me that they signed the foregoing Articles of Incorporation, that they signed for the purposes therein expressed, freely and voluntarily.

WITNESS my hand and official seal at Miami, Dade County, Florida, on this 27 day of November, 1995.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



H96-02595

P96000018996

FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

June 2, 1997

BILL BENNETT CORP.
2523 SW 177TH TERRACE
MIRAMAR, FL 33029

SUBJECT: BILL BENNETT CORP.
Ref. Number: P96000018996

Debit Memo #: 8497-GG

This is to inform you that check #0104 in the amount of \$165.00 submitted with the annual report for BILL BENNETT CORP. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 2, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 397A00029712

P960000/8996

July 25, 1997

REPLACEMENT FEE 1997

600002248036--6
-07/25/97--01079--006
****360.00 ****180.00

ANNUAL REPORT: BILL BENNETT CORP.

DEBIT MEMO: # 8497-GG

CHECK #: 0104