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March 12, 1996

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300001745323  
-03/15/96--01106--017  
\*\*\*122.50 \*\*\*122.50

SUBJECT: BENICUDA INC.  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 representing its filing fee.

FROM: Gerald J.M. Lindor, Esquire  
2717 E. Oakland Park Blvd.  
Suite #103  
Ft. Lauderdale, Florida 33306  
(954) 568-4224

FILED  
96 MAR 15 AM 8:09  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BENICUDA INC.

The undersigned natural person, competent and licensed in the State of Florida, acting as Incorporators for the purpose of forming a professional Service Corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I- NAME

The name of this Corporation shall be Benicuda Inc.

ARTICLE II- PURPOSE

The general nature of the business to be transacted by this corporation shall be engage in every aspect of the practice in the State of Florida as a Corporation, and in connection therewith to own property, to enter into contracts, and to transact any lawful business related thereto. The professional services involved in the corporation's practice of Benicuda Inc., may be rendered only through its officers, agents and employees who are duly authorized to sell insurance in the State of Florida.

ARTICLE III EXISTENCE

This corporation shall exist perpetually unless sooner dissolve according to law.

ARTICLE IV- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1641 Tyler Street #7, Hollywood, Florida 33020.

ARTICLE V -CAPITAL STOCK

The corporation is authorize to issue one hundred (100) shares of common stock having a per value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future, with a value, in the judgement of the directors equivalent to or greater than the full par value of the shares.

FILED  
JAN 16 1969  
STATE OF FLORIDA

### ARTICLE XIII - MEETINGS

Any action or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote in the action.

Any action required or permitted by law to be taken at a Board of directors meeting may be taken without a meeting if the action is taken and consented to in writing by all members of the board of Directors.

### ARTICLE XIV - QUALIFICATION OF SHAREHOLDERS

The shares of this corporation may be issued, owned and registered in the name of any individual who is duly authorized and licensed to practice in the State of Florida. In the event that a shareholder:

- a. Become disqualified in this State, or
- b. is elected to public office or accept employment that pursuant to law, places restrictions or limitations, upon his/her continued rendering of the professional services of an, or
- c. sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any share of this corporation to any person ineligible by law or by virtue of these articles of Incorporation, the corporation's bylaw or shareholders agreement to be a shareholder in this corporation, or if such sale, transfer, hypothecate or pledge is made in a manner prohibited by law or in a manner inconsistent with the provisions of these articles of Incorporation, the bylaws of this corporation or shareholder agreement, or
- d. suffers an execution to be levied upon his shares are subjected to sale or other process, the effect of which is to vest any legal or equitable interest in such shares in some person other than the shareholder, then the shares of such shareholder shall immediately stand forfeited and such shares shall be immediately canceled by this corporation and the shareholder or other person in possession of such shares shall be entitled only to receive payment for the value of such shares which, in the absence of bylaw provision or written agreement among its shareholders, shall be the book value thereof as of the last day preceding the month in which any of the event enumerated above occurs. The shareholder whose shares become so forfeited and are so canceled by the corporation shall forthwith cease to be a shareholder and, except to receive payment for his share in accordance with the foregoing and payment of any other sums then lawfully due and owing to said shareholder by the corporation, such shareholder shall then and

#### ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

#### ARTICLES VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1641 Tyler Street, Hollywood, Florida 33020 and the name of the initial registered agent of this corporation at that address is Benigno Garcia.

#### ARTICLE VIII - INCORPORATORS

The name and the address of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>Street address</u>
Benigno Garcia	1641 Tyler Street, #7 Hollywood, Florida 33020

#### ARTICLE IX - BOARD OF DIRECTIONS

The corporation shall have one director initially. The number of directors may be increased or decreased from the time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than one. The name and the street address of the initial directors of this corporation are:

#### ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

#### ARTICLE XI- BYLAWS

The corporation's Board of directors is specifically authorized from time to time to adopt bylaws, not inconsistent herewith shareholder agreements, restraining the alienation of shares of stock of this corporation of its shares of stock.

#### ARTICLE XII - CORPORATE POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act and its amendments and modifications. The board of directors and the shareholders, by a majority vote, shall have the power to adopt, alter, amend or repeal the bylaws of this corporation.

thereafter have no further financial interest of any kind in the corporation.

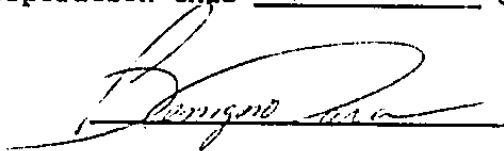
ARTICLE XV - STOCK TRANSFERS

No shareholder of this corporation may sell or transfer any of his shares of stock in this corporation except to another individual who is then duly authorized and licensed in the State of Florida.

ARTICLE XVI - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director or officer of this corporation against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by him or her in connection with such action, suit preceding, (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. Such indemnification may, in the direction of the board of directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of the rights to which any person may now or hereafter be entitled to as a matter of law.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has execute these articles of Incorporation this 11<sup>th</sup> day of March, 1996.



STATE OF FLORIDA    )  
COUNTY OF DADE    ) S.S.  
                          )

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and county set forth above, personally appeared Benigno Garcia, personally known to me to be the person who execute the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal in the State of Florida and Broward County aforesaid this 11<sup>th</sup> day of March, 1996.

  
Notary Public, State of  
Florida at Large

GERALD J M LINDOR  
Written name of Notary

2717 E. OAKLAND BLVD #103  
FT. LAUDERDALE FL 33306  
Address of Notary

RC 420787  
Commission Number/Notary



GERALD J M LINDOR  
My Commission CC420783  
Expires Nov. 18, 1998  
Bonded by HAI  
800-422-1555

My Commission Expires:

**ACCEPTANCE AS REGISTERED AGENT**

In pursuance of chapter 48.081, Florida Statutes, the following is submitted in compliance with said act:

First, that Benicuda Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of Incorporation in the city of Hollywood, County of Broward, State of Florida, has named Benigno Garcia who is located at 1641 Tyler Street, Hollywood, Florida 33020, as its agent to accept service of process within this State.

  
Dated : 3-11-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED ALINE BUSINESS ORGANIZATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES

  
Date: 3-11-96