P96000030766

LAW OFFICES
HICKS, BRAMS & SCHER
UNITED NATIONAL BANK • SUITE 1050
1645 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33401

DANIEL J. BRAMS
STEVEN G. CALAMUSA
JAMES H. HICKS*
BRIAN F. SCHER

PARALEGALS
ROBIN D. MOULIN
GENE F. OSBORNE
JENNIFER A. WOODS

*BOARD CERTIFIED CIVIL TRIAL LAWYER

TELEPHONE
(407) 683-2300
TELECOPIER
(407) 697-3658

March 26, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Atlantic Discount Auto Repair, Inc.

000001767890
-04/03/96--01040--012
****122.50 ****122.50

Dear Sir:

Enclosed please find our firm check in the amount of $122.50 which represents your fee for the filing of the enclosed original and one copy of the Articles of Incorporation regarding the above-referenced matter.

Should you have any questions or comments regarding this matter, please do not hesitate to contact me.

Very truly yours,

Daniel J. Brams

DJB/kjf

cc: Mr. Gerry Vertucci

Enclosures

FILED
96 APR -3 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-9-96
TB

ARTICLES OF INCORPORATION

OF

ATLANTIC DISCOUNT AUTO REPAIR, INC.

ARTICLE I
CORPORATE NAME

The name of this corporation is **ATLANTIC DISCOUNT AUTO REPAIR, INC.**

ARTICLE II

INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be 6000 Dyer Boulevard, West Palm Beach, Florida 33407.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock having par value of $1.00.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Daniel J. Brams, Esquire
1645 Palm Beach Lakes Boulevard
Suite 1050
West Palm Beach, Florida 33401

ARTICLE VII
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 By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII
INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is:

Gerard Vertucci
6000 Dyer Boulevard
West Palm Beach, Florida 33407

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever comes first.

ARTICLE IX
OFFICERS

The officers of the Corporation shall consist of:

Gerard Vertucci - President/Secretary/Treasurer

ARTICLE X
INCORPORATOR

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

Daniel J. Brams, Esquire
HICKS, BRAMS & SCHER
1645 Palm Beach Lakes Boulevard
Suite 1050
West Palm Beach, Florida 33401

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of March, 1996.

Daniel J. Brams

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME personally appeared Daniel J. Brams, to me well known and known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed same for the purposes therein expressed and who produced (known) as identification or who is personally known to me.

WITNESS my hand and official seal this 27th day of March, 1996.

NOTARY PUBLIC
Print Name: Kathy J. Frizzell
State of Florida at Large
My Commission Expires:

Kathy J. Frizzell
MY COMMISSION EXPIRES
FEBRUARY 5, 1999
#CC 508430
Bonded thru
Troy Fain-Insurance
NOTARY PUBLIC, STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

ATLANTIC DISCOUNT AUTO REPAIR, INC. is desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Daniel J. Brams, Esquire, at 1645 Palm Beach Lakes Boulevard, Suite 1050, West Palm Beach, Florida 33401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Daniel J. Brams
Registered Agent

FILED
96 APR -2 AM 10:38

P960000 30766

CAPITAL CONNECTION, INC.

7 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

___ of ___ № 52813

RE: Atlantic Discount Auto Repair Inc

NAME
FIRM
ADDRESS

PHONE ( )

Service: Top Priority ___ One Day Service   Regular ___ Two Day Service

To us via ___ Return via ___

Matter No.: ___ Express Mail No. ___

State Fee $ ___ Our $ ___

	C.C. FEE	DISBURSED
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s) 87.50		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
___ File No.'s, ___ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

500001895155
-07/17/96--01025--019
*****35.00 *****35.00

96 JUL 17 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBTOTALS ___

FEE	$
DISBURSED	$
SURCHARGE	$
TAX on corporate supplies	$
SUBTOTAL	$
PREPAID	$
BALANCE DUE	$
	$

7/17 Name Change Amend.

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/17	changed date of	
TIME	9:30	adoption per	CK No.
BY		David	

WALK-IN
Will Pick Up ___

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU from Your Capital Connection

96 JUL 17 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ATLANTIC DISCOUNT AUTO REPAIR, INC.

Pursuant to the provision of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: **Amendment(s) adopted:**

1. **Change the name of the corporation to: BENOIST LAND CORPORATION**
2. **Change officers of the corporation to read:**
   Gerard Vertucci - President
   Evelyn Vertucci - Vice-President, Secretary and Treasurer

SECOND: **If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:** N/A

THIRD: **The date of each amendment's adoption: July 16, 1996.**

FOURTH: **Adoption of Amendment(s) (check one)**

X **The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.**

___ **The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.**

___ **The amendment(s) was/were approved by the shareholders through voting groups.**

[*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s)*]

The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________________.
(voting group)

(continued)

Signed this 16th day of July, 1996.

ATLANTIC DISCOUNT AUTO REPAIR, INC.

By: ______________________________
(Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

Daniel J. Brams
(Typed or printed name)

Incorporator
(Title)