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**Law Offices
Mygnon Evans**

ATTORNEY AT LAW

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5000 US HIGHWAY 90 NORTH
Lakeland, FL 33800

March 19, 1995

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

000001754590
-03/22/95--01077--003
*****70.00 *****70.00

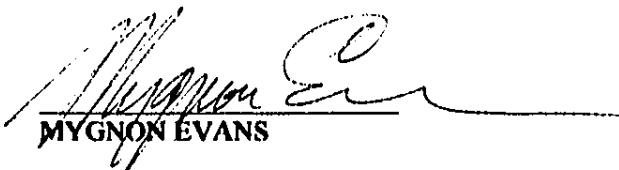
Gentlemen:

Re: Articles of Incorporation of Benson, Inc.

Enclosed is an original of the Articles of Incorporation for the above company. Please file the original in your office.

We are enclosing our check in the amount of \$70.00.

Sincerely,


MYGNON EVANS

Enclosures

ME:ij

FILED
MAR 22 PM 13 44
TALLAHASSEE, FLORIDA

SAB
4/15/96
W96-7078
502



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 2, 1996

MYGNON EVANS, ESQ.
5600 US HWY. 98 NORTH
LAKE LAND, FL 33809

SUBJECT: BENSON, INC.
Ref. Number: W96000007078

We have received your document for BENSON, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 496A00015016

ARTICLES OF INCORPORATION
OF
BENSON OF LAKE LAND, INC.

FILED
96 MAR 22 AM 10:44
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the Corporation is:

BENSON OF LAKE LAND, INC.

SECOND: The period of duration of the Corporation is perpetual.

THIRD: The purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state, and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: Authorized Shares:

Number. The aggregate number of shares that the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. Two Thousand (2,000) shares of the Capital Stock of the Corporation shall be issued for cash at a par value of \$1.00 per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No classes of stock. The shares of the Corporation are not to be divided into classes.

No shares in series. The Corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial registered office of the Corporation is 529 Monticello, Lakeland, Florida 33801; and the name of the initial Registered Agent at such address is DAWN DIETZ. The Corporation's principal office and mailing address is 529 Monticello, Lakeland, Florida 33801.

SIXTH: The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders of the Corporation.

SEVENTH: The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

DAWN DIETZ

TODD DIETZ

EIGHTH: The name and address of the initial Incorporators are as follows:

**DAWN DIETZ
529 Monticello Avenue
Lakeland, FL 33801**

NINTH: An affirmative vote of a majority of the shares of the Corporation shall be required for any shareholder action.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the common stock.

ELEVENTH: The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued of money from time to time, in addition to that stock authorized by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder all shares of common stock currently authorized.

TWELFTH: The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said Corporation not less than twenty four (24) hours prior to the time set for the holding of a shareholders meeting for the election of Directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Lakeland, Florida, on the 18th day of March, 1996, and DAWN DIETZ hereby acknowledges that he is familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


DAWN DIETZ
Incorporator

STATE OF FLORIDA,

COUNTY OF POLK, to-wit:

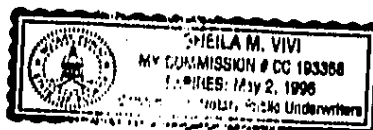
The foregoing instrument was acknowledged before me this 18th day of
March, 1996 by DAWN DIETZ, who produced identification in the form of:

Drina Limer and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at
Lakeland, in said County and State this 18th day of March, 1996.

Sheila M. Vivi
NOTARY PUBLIC, STATE OF FLORIDA

(print, type or stamp name of notary public below)



Acceptance of Registered Agent:

Dawn Dietz
DAWN DIETZ

STATE OF FLORIDA,

COUNTY OF POLK, to-wit:

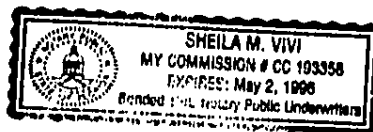
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Sheila M. Vivi
NOTARY PUBLIC, STATE OF FLORIDA

(print, type or stamp name of notary public below)



FILED
96 MAR 22 AM 10:45
POLK COUNTY, FLORIDA