

• RESPONSIVENESS • PERFORMANCE PHICE

SECALIMITY OF STATE TALLAHASSEE, FLORIDA

July 15, 1996

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

Subject: Articles of Incorporation; Benham International,

To Whom It May Concern:

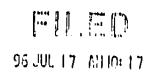
Enclosed please find the Articles of Incorporation for Benham International, Limited, and a check in the amount of \$122.50 to form this new corporation.

If you require additional information or have any questions, please feel free to contact the undersigned at (813) 449-2022.

Sincerely,

George Benham

ARTICLES OF INCORPORATION OF BENHAM INTERNATIONAL, INC



t, the undersigned subscriber to these Articles of Incorporation, a ratural person domper tent to contract, hereby form a corporation under Chapter 607 Florida Statutes and other applicable laws of the State of Florida.

ARTICLE I. NAME OF CORPORATION. The name of the corporation shall be BENHAM INTERNATIONAL, INC

ARTICLE II. NATURE OF BUSINESS. The general nature of the business to be transacted by this corporation is the marketing of international services, and any other activities or business permitted under the laws of the United States and of the State of Florida. Notwithstanding the above, the corporation is not to conduct business in the areas of banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, cemetery, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, or state fair or exposition.

Permitted activities include, but are not limited to, the following:

- A. To manufacture, purchase, acquire, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, invest in, trade in, deal in and with goods or wares or merchandise or real and personal property, or services, of any class or description.
- B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
- C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments as are required to secure the payment of corporate indebtedness.

- D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- E. 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, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or of any other State or government, and, while owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock.
- F. To conduct non-government type commercial business overseas.

ARTICLE III. CAPITAL STOCK. The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is ten-thousand (10,000) at \$1.00 (One dollar) per share par value.

ARTICLE IV. INITIAL CAPITAL. The corporation will initially begin business with capital of no less than \$500.00 (Five-hundred dollars).

ARTICLE V. TERM OF EXISTENCE. The corporation is to exist perpetually.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS. The initial street address in this state of the principal office of this corporation is 50 South Belcher Road, Suite #106, Clearwater, Florida 34625. The shareholders may, from time to time, move the principal place of business to any other address within the State of Florida.

ARTICLE VIII. SUBSCRIBERS. The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take, and the value of the consideration therefor, are as follows:

Number of
Shares of Value
Name and Street Address
Stock
Therefor
George D. Benham
500
\$500.00

1840 Oak Lake Drive
Clearwater, Florida 34624

ARTICLES IX. DESIGNATION OF REGISTERED AGENT. The initial designation of the registered office of the corporation shall be at 1840 Oak Lake Drive, Clearwater, Florida 34624, and the registered agent shall be George D. Benham.

ARTICLE X. ACCEPTANCE OF REGISTERED AGENT DESIGNATION THE UF STATE undersigned, George D. Benham, pursuant to Section 607.164 Florida Statutes, having been named to accept process for the above named corporation at the place designated in these Articles of Incorporation, do hereby accept said designation and agree to act in this capacity, and do further agree to comply with the provision of said Florida Statutes pertaining to keeping said office open.

By:

George D. Benham

Registered Agent

ARTICLE XI. AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders at a meeting of stockholders, by a majority of the stock entitled to vote thereon, or by a written statement of all shareholders manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we, the above named incorporator has hereunto set his hand and seal this July 15, 1996.

ATTESTED:

Karn Lu Bushop Witness

George D. Benham

Witness

State of Florida County of Pinellas 96 JUL 17 At 10: 17 I hereby certify that on this day, before me, a notary public duly authorized in the State and County aforesaid to take oaths and acknowledgements, personally applicated Depres DINIE Benham, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal in the State and County aforesaid.

Andrew S. Temples COMMISSION & CC493494 EXPIRES September 8, 1999 OHEID THRU THOY FAIN INSURANCE, INC.

Notary Public

My commission expires: