

P96000098/94

Benito Rodquete  
5232 S. MacDill Ave  
Tampa, Fl. 33611

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-12/03/96--01156--007  
\*\*\*\*172.50 \*\*\*\*172.50

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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

96 DEC -2 AM 9:52  
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TALLAHASSEE, FLORIDA

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12/5/96  
TD

CERTIFICATE OF INCORPORATION  
OF

BENNY'S INC.

\*\*\*\*\*

ARTICLE 1 - NAME

The name of this Corporation shall be

"BENNY'S, INC."

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in any activity or business permitted under the laws of the United States and of this State.-

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time - shall be 500 shares of common stock of the par value of \$1.00 per share, upon which there is no preemptive rights except to the extent specified by the By-Laws.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, service, patents, leases or any other valuable right or thing, for the uses and purposes of the corporation, and all shares of capital, when issued in exchange therefore, shall thereupon and thereby become and be paid in full the same as though paid for in cash at par, and shall be non assessable forever and the judgment of the Board of Directors as to the value of any property, right or thing acquired in exchange for capital stock - shall be conclusive.

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#### ARTICLE IV - INITIAL CAPITAL

This Corporation shall begin with FIVE HUNDRED DOLLARS (\$500.00)

#### ARTICLE V - TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved by law.

#### ARTICLE VI - PRINCIPAL OFFICE

The principal office of this Corporation shall be located 5232 S. MacDill Ave., Tampa, Florida 33611.- - - - -

The Board of Directors may, from time to time, move the principal office to any other address and may establish branch offices and other places of business as may be deemed expedient.

#### ARTICLE VII - BOARD OF DIRECTORS

The business of this Corporation shall be conducted by its Board of Directors. This Corporation shall have a minimum of one director and not more than five directors.

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority on the stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties and powers and function of the officers and Board of Directors shall be as usually devolve upon such officers and directors, unless otherwise provided by the By-Laws.

#### ARTICLE VIII - ORIGINAL DIRECTORS

The names and address of the Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSE A. ROSQUETE	3306 Chestnut St. Tampa, Fl. 33607
CLAUDINA ROSQUETE	3308 Chestnut St. Tampa, Fl. 33607
BENITO ROSQUETE	3308 Chestnut St. Tampa, Fl. 33607

## ARTICLE IX - SUBSCRIBERS

The name and address of the subscribers to the Certificate of Incorporation and a statement of the number of shares of stock which they agree to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
JOSE A. ROSQUETE	3306 Chestnt St. Tampa, Fl	50
CLAUDINA ROSQUETE	3308 Chestnut St. Tampa, Fl	25
BENITO ROSQUETE	3308 Chestnut St. Tampa, Fl	25

## ARTICLE X

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 a majority of the stock entitled to vote thereon, - unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

## ARTICLE XI

The following special provisions, power, privileges, and limitations shall be applicable to and govern this corporation:

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact - that any of the directors of this corporation are pecuniarily or otherwise interest in any contract or transaction of this corporation, provided that the fact that he or - such firm is so interested shall be disclosed or shall be been known to the Board of Directors or majority thereof, and any directors of this corporation who are also directors or officers of such corporation, or who are so interested may be counted in the determining the existence of quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such - director or officer of such other corporation and not so interested.

I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business, both within and without the State of Florida, and in pursuance to the General Laws of the State of Florida, being Chapter 608 F.S.A., and the Acts amendatory thereto and supplemental thereof, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares set opposite my name and accordingly have hereunto set my hand and seal this 20 day of November 1996

Jose A. Rosquete  
JOSE A. ROSQUETE President  
Claudina Rosquete  
CLAUDINA ROSQUETE Secretary  
Benito Rosquete  
BENITO ROSQUETE Tres.

STATE OF FLORIDA)

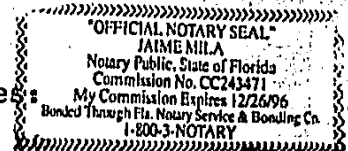
COUNTY OF HILLSBOROUGH)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgement in the State and County named above, personally appeared: - JOSE A. ROSQUETE, CLAUDINA ROSQUETE AND BENITO ROSQUETE, to me known to be the persons described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 20 day of November, 1996.00---

Jaime Mila  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
JAIME MILA

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

BENNY'S, INC.

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

That JOSE A. ROSQUETE, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Article of Incorporation at City of Tampa, Hillsborough, State of Florida, has named:

JOSE A ROSQUETE located 5232 S. MacDill Ave. Tampa, Fl. 33611, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated Corporation, at 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.

by: Jose A. Rosquete  
RESIDENT AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA