

# CAPITAL CONNECTION, INC.

417 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

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service \_\_\_\_\_ Two Day Service \_\_\_\_\_

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_

*David F. Young P.A.*  
*1500 San Remo Ave*  
*Ste 245*  
*Coral Gables, FL*  
*33146*

*Lara* GAVE

AUTHORIZATION BY PHONE TO

CORRECT *RA page*

DATE *3/5/97*

DOC. EXAM. *BR*

FILED

97 FEB 26 PM 1:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 26 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY *AAP*

WALK-IN  
Will Pick Up

*2/26/97*

RE: *Benemore Co.*

*International Inc.*

C.C. FEE. DISBURSED

☒ Capital Express<sup>SM</sup>  
☐ Art. of Inc. File  
☐ Corp. Record Search  
☐ Ltd. Partnership File  
☐ Foreign Corp. File  
☒ ( ) Cert. Copy(s)

☐ 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.

SUBTOTALS

FEE..... \$

DISBURSED..... \$

SURCHARGE..... \$

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$

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, 10% per Annum.

THANK YOU  
from  
Your Capital Connection

# BENEMODA CO.

INTERNATIONAL DIVISION

EU contact address: 16 Connaught Street · Marble Arch · London W2 2AF · United Kingdom  
Telephone 44-171-7233773 · Telefax 44-171-7245766

February 25, 1997

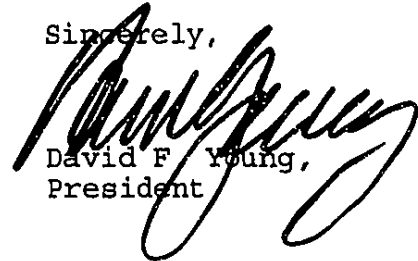
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of **Benemoda Co. International Inc.**

Dear Sirs:

We, Benemoda Co., a Florida corporation, consent to the use of the Florida corporate name **Benemoda Co. International Inc.** which will be a wholly-owned subsidiary of Benemoda Co.

Sincerely,



David F. Young,  
President

ARTICLES OF INCORPORATION  
OF  
BENEMODA CO. INTERNATIONAL INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is Benemoda Co. International Inc.

ARTICLE II - PURPOSE

Any lawful activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III - INITIAL REGISTERED OFFICE  
AND AGENT

The principal place of business and the mailing address of the Corporation is 1500 San Remo Avenue, Suite 237, Coral Gables, Florida 33146 and the name of the initial registered agent of this Corporation at that address is Bonnie J. Hughey.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased in time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this corporation is:

David F. Young  
1500 San Remo Avenue, Suite 237  
Coral Gables, Florida 33146

ARTICLE VI - INCORPORATOR(S)

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

David F. Young  
1500 San Remo Avenue, Suite 237  
Coral Gables, Florida 33146

#### ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE VIII - CALLING OF SPECIAL MEETING

Special meetings of shareholders may be called by any stockholder of the Corporation.

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

#### ARTICLE XI - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of One Hundred Dollar (\$100.00) par value.

IN WITNESS WHEREOF, the undersigned subscriber David F. Young has executed these Articles of Incorporation, this 25th day of February, 1997.

  
David F. Young

STATE OF FLORIDA

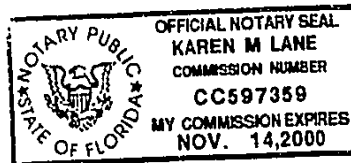
COUNTY OF BAY

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared David F. Young known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of February, 1997.

Karen M Lane  
NOTARY PUBLIC, State of  
Florida

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT OR  
REGISTERED OFFICE FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA

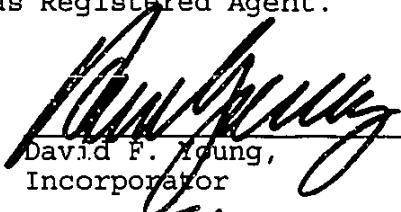
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607.0501, Florida  
Statutes, the following is submitted:

That Benemoda Co. International Inc. with its  
registered office and principal place of business at 1500 San  
Remo Avenue, Suite 237, Coral Gables, Florida 33146, has named  
Bonnie J. Hughey also located at 1500 San Remo Avenue, Suite  
237, Coral Gables, Florida 33146 as Registered Agent.

  
David F. Young,  
Incorporator

Dated: February 25, 1997

I, Bonnie J. Hughey, accept the appointment as  
registered agent of Benemoda Co. International Inc. and I am  
familiar with, and accept the obligations of that position.

  
Bonnie J. Hughey,  
Registered Agent

Dated: 2/25/97