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ANTHONY J. LEGGIO

ATTORNEY AT LAW

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ADMITTED IN
FLORIDA
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(904) 277-8564

May 7, 1997

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

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****122.50 ****122.50

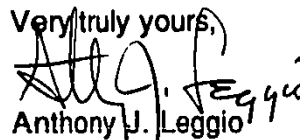
Re: **Bennett Management Services, Inc.**

Gentlemen:

I am enclosing an original and a copy of Article of Incorporation for the above-named corporation and the Acknowledgment of the Registered Agent. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent	
Designation	\$35.00

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Very truly yours,

Anthony J. Leggio

AJL:sjl
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -9 AM 8:51

RP
5-14-97

**ARTICLES OF INCORPORATION
OF
Bennett Management Services, Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY -9 AM 8:51

**ARTICLE I
Corporate Name**

The name of this corporation is Bennett Management Services, Inc. and its principal office and mailing address is as follows: 1739 Regata Drive, Amelia Island, Florida 32034.

**ARTICLE II
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in the business of providing vehicular warranty service and the administration of such services and to engage in any other business activities which are lawful pursuant to the laws of the State of Florida and the United States of America.

**ARTICLE III
Capital Stock**

The maximum number of shares of common stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a no par value. There shall be no other classes of stock.

**ARTICLE IV
Terms of Existence**

The Corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V
Registered Agent and Initial Registered Office**

The initial registered office is at 204 Ash Street, Fernandina Beach, Florida, 32034. The name of the initial registered agent at that address is Anthony J. Leggio

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI
Board of Directors

The Corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII
Initial Directors

The names of the initial directors of this Corporation and their respective street addresses are:

Walter A. Bennett
1739 Regata Drive
Amelia Island, Florida 32034

Edmond C. Bennett
1739 Regata Drive
Amelia Island, Florida 32034

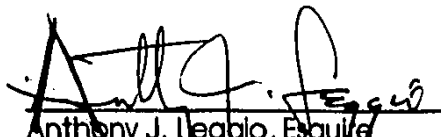
The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII
Incorporator

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

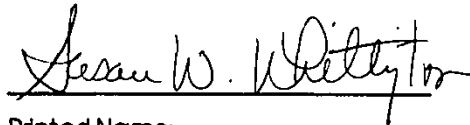
Anthony J. Leggio
Attorney at Law
204 Ash Street, Suite 102
Fernandina Beach, Florida 32034

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 7th day of May, 1997.


Anthony J. Leggio, Esquire
Incorporator

**STATE OF FLORIDA
COUNTY OF NASSAU**

BEFORE ME, a Notary Public, personally appeared Anthony J. Leggio, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 7th day of May, 1997.



Printed Name:



Susan W. Whitley
My Comm. Exp. 12/31/99
Bonded By State of Fla.
No. 00039310
☒ Personally Known

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501(3), Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name, principal office, initial registered office and mailing address of the corporation is:

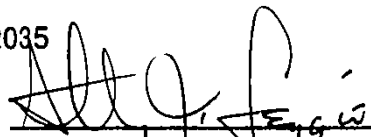
Bennett Management Services, Inc.
1739 Regata Drive
Amelia Island, Florida 32034

2. The name and address of the registered agent is:

Anthony J. Leggio
204 Ash Street
P.O. Box 1128
Amelia Island, Florida 32035

FILED
CLERK OF STATE
97 MAY -9 AM 8:51

SIGNATURE

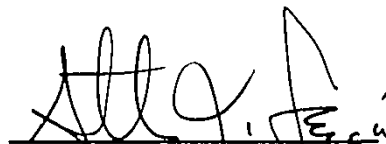

Anthony J. Leggio

TITLE: Incorporator

DATE: May 7, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Anthony J. Leggio

DATE: May 7, 1997.