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BOARD CERTIFIED:
REAL ESTATE LAW

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July 15, 1997

Secretary of State
Department of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

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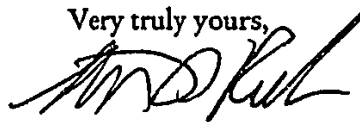
Re: BENRAYEN, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Benrayen, Inc. a Florida corporation, along with my check in the amount of \$122.50 for the filing fee.

Thanking you in advance for your assistance and cooperation. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Steven D. Rubin

SDR/mjh
enclosures

FILED
97 JUL 17 AM 9 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JN 7-18-97

ARTICLES OF INCORPORATION
OF
BENRAYEN, INC.

FILED
97 JUL 17 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATION NAME

The name of the Corporation is BENRAYEN, INC..

ARTICLE II

PURPOSE

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

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue 500 shares of common stock.

The common stock of the Corporation shall have the following characteristics:

- (a) Par value shall be \$1.00 per share.
- (b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter shall not disqualify him from voting thereon.
- (c) Except as otherwise provided by law, the entire voting power for the election of directors and all other purposes shall be vested exclusively in the holders of the outstanding stock.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of this Corporation is 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432. The name of the initial registered agent of this Corporation is Steven D. Rubin. The Board of Directors may, from time to time, change the street address of the Corporation as well as the location of its principal office. The principal and mailing address for the Corporation is 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by the by-laws, but shall never be less than three (3) The name and address of the initial Directors of this Corporation are Stanley Benedetto, 5576 American Circle, Delray Beach, Florida 33434, James Bracken, 5577 American Circle, Delray Beach, Florida 33484 and Edward Wray, 5581 American Circle, Delray Beach, Florida 33484.

ARTICLE VII

INCORPORATORS

The name and address of the persons signing these Articles is Steven D. Rubin, 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432

ARTICLE VIII

PRE EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

AMENDMENT

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

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 15th DAY OF JULY, 1997.



STEVEN D. RUBIN
Subscriber-Incorporator

STATE OF FLORIDA)

ss.:

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15th day of July, 1997 by Steven D. Rubin who

(please check one)

is (are) personally known to me OR

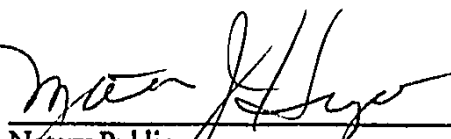
_____ has (have) produced _____ as
identification and he/she/they

(please check one)

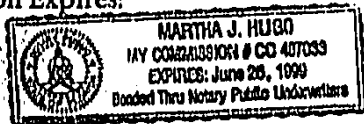
did take an oath

did not take an oath.

My Commission Expires:



Notary Public




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

In pursuance of Florida Statute 607.0501, the following is submitted in compliance with said Act:

FIRST: That BENRAYEN, INC., desiring to organize under the Laws of the State of Florida, with its principal offices in the Articles of Incorporation, in the City of Boca Raton, County of Palm Beach, State of Florida, has named Steven D. Rubin, 980 North Federal Highway, Suite 434, Boca Raton, Florida 33432, as its agent to accept services of process within the State.

ACKNOWLEDGEMENT

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



STEVEN D. RUBIN
Registered Agent

FILED
97 JUL 17 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA