

P97000063282
FILED

FORM 124

FLORIDA CORPORATIONS
97 JUL 21 PM 1:18

TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: BENFORD, INC.
(Proposed corporate name - must include suffix)

000002242490--7
-07/21/97-01055-012
*****122.50 *****122.50

Enclosed is an original and one (1) copy of the articles of Incorporation and a check
for:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
--	---	--	---

FROM: Derrick Bennett, Esquire
Name (Printed or typed)
112 East Third Court
Address
Panama City, Florida 32401
City, State & Zip
(904) 763-4671
Daytime Telephone number

FILED
97 JUL 21 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

G-520

FLORIDA CORPORATIONS
Copyright © 1994, LCP
10/04

PH 7/22/97

ARTICLES OF INCORPORATION
OF
BENFORD, INC.

FILED
97 JUL 21 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Benford, Inc. hereinafter referred to as the "Corporation".

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Dep. of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue voting and nonvoting stock in the form of 5,000 shares of \$1.00 par value Series A Voting Common Stock (hereinafter "Series A"), and 5,000 shares of \$1.00 par value Series B Non-Voting Common Stock (hereinafter "Series B"). The Series A and Series B stock shall have identical preferences, limitations and relative rights subject to:

1.1. Series A, Voting Stock

Series A shares shall have the following preferences and relative rights:

(1) Series A Stock shall have exclusive voting power, except as may be provided common to the holders of Series B Shares more specifically set forth hereafter.

(2) Series A Stock will have the exclusive right to elect directors of the Company.

(3) Sale of all or substantially all of the Company's assets, other than the ordinary sale, may be approved by majority vote of Series A shares only.

(4) All amendments to the articles or bylaws must be approved by a majority of Series A and Series B shareholders.

1.2. Series B, Non-Voting Common Stock

Series B Stock shall be the following limitations, preferences and relative rights:

(1) Series B Stock will not have the right to elect directors.

(2) Series B Stock shall have the same relative rights with Series A Stock on all dividends, and in the event of liquidation or dissolution of the company.

(3) Except as allowed under this Agreement, any compensation paid to Shareholders must be approved by a majority vote of Series A and Series B Shareholders. Reimbursement for any expenses associated with the development and the management fees shall be paid without voter approval.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial office and the principal office of the Corporation is 16605 Front Beach Road, Panama City Beach, FL 32413 registered agent of the Corporation is Derrick Bennett whose address is 112 E. Third Court, Panama City, FL 32401.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one (1). The

names and addresses of the initial Directors of the Corporation are:
Samuel Neel Bennett and Michael R. Bennett at 16605 Front Beach Road,
Panama City Beach, FL 32413

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:
Derrick Bennett, 112 E. Third Court, Panama City FL 32401.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be
vested in the Board of Directors and the shareholders.


ARTICLE IX - INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless any
member of the Board of Directors or officer of the Corporation, or any
former officer or director, who is a party to any threatened or
pending suit or proceeding by reason of the fact that he or she is or
was a director, officer or agent of the Corporation.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote
of the members of the Board of Directors, subject to any limitation
by law. The Board of Directors shall adopt Bylaws for the
Corporation, which may be modified, amended or altered as allowed
under said Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto
executed these Articles of Incorporation this 25th day of June, 1997.

 (SEAL)
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, personally appeared Derrick Bennett, who is personally known to me and who is known to me to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

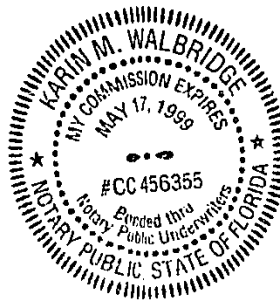
WITNESS my hand and official seal in the County and State last aforesaid on this, the 25th day of June, 1997.

Karin M. Walbridge

Notary Public

My Commission Expires:

My Commission Number:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED

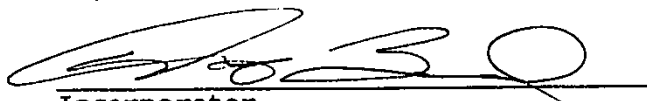
97 JUN 21 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with §48.901 and §607.034, Florida Statutes, the following is submitted.

FIRST that Benford, Inc., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 16605 Front Beach Road, Panama City Beach, FL 32413, has named Derrick G. Bennett located at 112 East Third Court, Panama City, Florida, 32401, as its agent to accept service of process within Florida.

DATED this 25th day of June, 1997.


Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


Registered Agent
Derrick Bennett