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ATTORNEY AT LAW  
201 SOUTH AIRPORT ROAD  
NAPLES, FLORIDA 34104  
TELEPHONE (941) 263-2177  
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ADMITTED TO PRACTICE IN MICHIGAN

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
THE CAPITOL  
TALLAHASSEE, FL 32304

JULY 18, 1997

RE; OBERNUF INC.

500002246535--0  
-07/24/97--01059--012  
\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam;

Enclosed herewith please find for filing ARTICLES OF INCORPORATION, together with check in the amount of \$122.50 representing the filing fee.

Kindly file same in the usual manner and return a certified copy of same to the undersigned.

Thank you for your courtesy and cooperation.

Very truly yours,

  
Peter T. Flood

FILED  
97 JUL 24 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PTF/jef  
Encs.

JUL 25 BSB

ARTICLES OF INCORPORATION

OF

OBENAUF & ASSOCIATES, INC.

FILED

97 JUL 24 PM 3:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of the corporation is: OBENAUF & ASSOCIATES, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 20,000 shares of common stock with no par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

(a) Each share of common stock shall be entitled to one (1) vote.

(b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determine.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

This Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be: 2172 J&C BLVD., NORTH LINE PLAZA, NAPLES, FLORIDA 34109.

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

This Corporation shall have four directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two.

#### ARTICLE VII. INITIAL DIRECTORS

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

JUNE A. OBENAUF, 2172 J&C BLVD., NORTH LINE PLAZA, NAPLES, FLORIDA 34109.

DAVID B. OBENAUF, 2172 J&C BLVD., NORTH LINE PLAZA, NAPLES, FLORIDA 34109.

#### ARTICLE VIII. INCORPORATORS

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

JUNE AND DAVID OBENAUF, 2172 J&C BLVD., NORTH LINE PLAZA, NAPLES, FLORIDA 34109.

#### ARTICLE IX.

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 stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE X.

This Corporation shall be a "Sub-Chapter S" Corporation for Federal Income Tax purposes.

ARTICLE XI.

These Articles of Incorporation are executed by JUNE AND DAVID OBENAUF its Incorporators, in compliance with sec. 607.164 of the Florida statutes.

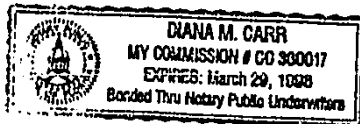
The undersigned, as incorporators, have executed the foregoing Articles of Incorporation on the \_\_\_\_ day of July, 1997.

June A. Obenauf  
JUNE A. OBENAUF

David B. Obenauf  
DAVID B. OBENAUF

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared JUNE A. OBENAUF AND DAVID B. OBENAUF to me known to be the persons described as incorporators and who executed the foregoing Articles of Incorporation on \_\_\_\_\_, 1997.



Diana M. Carr  
Notary Public

Having been named to accept service of process for the above stated corporation, as the registered agent, at the Corporation's principal office address which is 2172 J&C BLVD. NORTH LINE PLAZA, NAPLES, FLORIDA 34109 hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

BY: David B. Obenauf  
DAVID B. OBENAUF

This instrument prepared by:  
Peter T. Flood (443077)  
201 South Airport Road  
Naples, FL 33942  
(941) 263-2177

FILED  
JUL 24 11 31 AM  
CLERK OF DISTRICT COURT  
NAPLES, FLORIDA

P97000064628



ACCOUNT NO. : 072100000032

REFERENCE : 474172 9542A

AUTHORIZATION : *Patricia P. J. B.*

COST LIMIT : \$ 70.00

ORDER DATE : July 24, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 474172-005

200002247752--3

CUSTOMER NO: 9542A

CUSTOMER: Michael Feinstein, Esq  
MICHAEL FEINSTEIN, ESQ

Suite 710  
888 East Las Olas Boulevard  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: BENTON MANAGEMENT AND  
TECHNOLOGY ADVISORY GROUP,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
JUL 25 11 3:00  
FLORIDA

97 JUL 25 12:14  
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SN JUL 25 1997

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FILED

97 JUL 25 PM 3:00

ARTICLES OF INCORPORATION

OF

BENTON MANAGEMENT AND TECHNOLOGY ADVISORY GROUP, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BENTON MANAGEMENT AND TECHNOLOGY ADVISORY GROUP, INC.

The address of the principal office of this corporation shall be 101 Northeast 14th Avenue, Ft. Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 710, 888 East Las Olas Boulevard, Ft. Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Michael L. Feinstein.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Ronald B. Benton	101 Northeast 14th Avenue
Dir./Pres./Treas./Sec.	Ft. Lauderdale, Florida 33301

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

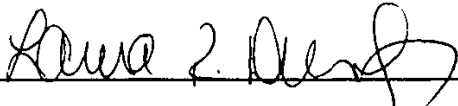
ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on July 25, 1997.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Laura R. Dunlap

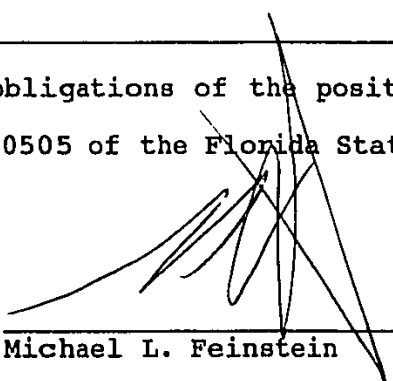
TSY/wce



ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

MICHAEL L. FEINSTEIN, an individual residing in this state having a business office identical with the registered office of the corporation named below and having been designated as the Registered Agent in the above and foregoing Articles of

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505 of the Florida Statutes.

  
\_\_\_\_\_  
Michael L. Feinstein

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 05-17-01 BY 1043