

P97000067031
ELPINIKI M. BECHAKAS
DAVID SIMON BROWN (FL & NY)
STEVEN S. BROWN
TODD C. BUSHWAY
ANTHONY J. COLUCCI, JR. (FL, NY & PA)
ANTHONY J. COLUCCI, III
REGINA A. DEL VECCHIO
D. PATRICK GALLAGHER (DC & NY)
RYAN L. GELLMAN (FL & NY)
JAMES J. GRECO
WILLIAM T. JERD II (CT, MA & NY)
ROGER W. KINSEY
SCOTT J. LEITTEN (FL)
JOHN J. MARCHESE (NY & PA)
MELANIE C. MAROTTO
KATHLEEN F. McGOVERN

BLOCK & COLUCCI, P.C.

ATTORNEYS
1001 N. U.S. HIGHWAY ONE
SUITE 400
JUPITER, FLORIDA 33477
(561) 747-0110
Facsimile: (561) 743-0046

MARGARET L. GAN NOONAN
DEBRA A. NORTON
JOEL P. PELLER (NJ, NY & MA)
MICHAEL T. POWERS
R. STEPHEN REILLY
MICHAEL W. SCHAFER (FL & NY)
DEBRA A. SPELLMAN

OF COUNSEL
LESTER H. BLOCK (GA & NY)
JOSEPH F. CRANGLE
DENNIS M. HYATT
RICHARD D. NADEL (FL & DC)

HON. ERNEST L. COLUCCI
1909-1989

July 24, 1997

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

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-07/28/97--01094--003
*****78.75 *****78.75

Re: Benlan U.S.A., Inc.
Our File: BC97-045

To Whom It May Concern:

I have enclosed an original and one copy of the Articles of Incorporation, Certificate of Registered Agent, and our check in the amount of \$78.75 for the filing fees and Certificate of Status.

Please forward to our office the date stamped copies and Certificate of Status.

Very truly yours,

BLOCK & COLUCCI, P.C.

By: *Scott J. Leitten*
Scott J. Leitten

~~2555~~
~~WAF~~ ~~17459~~
SJL:ksl

Enc. *Dmc*
8/4/97

FILED
97 AUG -4 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1997

BLOCK & COLUCCI, P.C.
ATTN: SCOTT J. LEITTEN
1001 NORTH U.S. HIGHWAY ONE #400
JUPITER, FL 33477

SUBJECT: BENLAN U.S.A. INC.
Ref. Number: W97000017459

We have received your document for BENLAN U.S.A. INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 597A00038201

**ARTICLES OF INCORPORATION
OF
BENLAN U.S.A. INC.**

FILED

97 AUG -4 AM 9:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida:

ARTICLE I - CORPORATE NAME

The name of this Corporation is **BENLAN U.S.A. INC.**

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this Corporation shall be: 302 Dolphin Cay Lane, Building C, St. Petersburg, FL 33711.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1001 N. U.S. Highway One, Suite 400, Jupiter, FL 33477, and the name of the initial registered agent of this Corporation at that address is Block & Colucci, P.C.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) Director to hold office until the first annual meeting of stockholders and his successors shall have been duly elected

and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the by-laws of the Corporation. The name and address of the initial Director is:

Thomas Enns: 1304 Saginaw Crescent, Mississauga, Ontario L5H 1X5

ARTICLE VII - OFFICERS

The Officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence or until their successors are elected and qualified shall be:

President:	Thomas Enns
Vice President:	Thomas Enns
Secretary:	Thomas Enns
Treasurer:	Thomas Enns

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Scott J. Leitten, 1001 N. U.S. Highway One, Suite 400, Jupiter, FL 33477.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

ARTICLE XII - COMMENCEMENT

This Corporation shall commence its existence upon the filing of these Articles of Incorporation pursuant to Florida Statute 607.167.

ARTICLE XIII - TERM OF EXISTENCE

This Corporation shall exist perpetually unless sooner dissolved according to Florida law and shall commence its corporate existence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: July 24, 1997


SCOTT J. LEITTEN

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

***Certificate of Registered Agent
Of***

BENLAN U.S.A. INC.

(name of corporation)

FILED
97 AUG -4 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above Corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1001 N. U.S. Highway One, Suite 400, Jupiter, Florida 33477

has named **BLOCK & COLUCCI, P.C.** located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

BLOCK & COLUCCI, P.C.

By: _____

SCOTT J. LEITTEN