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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
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NAME: BENCHMARK ENTERTAINMENT GROUP, INC.

AUDIT NUMBER.....H97000013079

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....1

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation BENCHMARK ENTERTAINMENT GROUP, INC.
Address of Corporation 12555 BISCAYNE BOULEVARD Suite 888
NORTH MIAMI, FLORIDA 33181

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT STEVE SMITH
and 8876 PARK BOULEVARD #602
REGISTERED OFFICE: MIAMI, FLORIDA 33172

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Steve Smith 8/7/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. STEVE SMITH GERALD HUMMERS
8876 PARK BOULEVARD #602 2563 TRAPP AVENUE #3
MIAMI, FLORIDA 33172 MIAMI, FLORIDA 33133

Article 5: The Name and Address of the INCORPORATOR is:

STEVE SMITH
8876 PARK BOULEVARD #602
MIAMI, FLORIDA 33172

In witness whereof I have subscribed my name

Steve Smith
Signature of Incorporator

STEVE SMITH

H97-13079
Prepared by:

ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33136
305-358-2571