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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: ~~JORGE C. RODRIGUEZ~~ LMS
PHONE: (305)672-0686 FAX #: (305)672-9110
NAME: BENNARDI & ASSOCIATES, INC.
AUDIT NUMBER.....H97000018245
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Bennardi & Associates, Inc.

Article II. Address

The mailing address of the Corporation is:
Bennardi & Associates, Inc.
729 South Federal Highway
Suite 212
Stuart FL 34994

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Joseph M. Bennardi
729 South Federal Highway
Suite 212
Stuart FL 34994

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Joseph M. Bennardi
Sandra M. Bennardi
Ken Judd
Albert Ginchereau

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Mitchell D. Schepps | FL Bar Member 979139
Rosen & Reade, LLP
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401
561-833-2410
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Mitchell D. Schepps
Rosen & Reade, LLP
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 3, 1997.

The undersigned incorporator executed these Articles of Incorporation on November 3, 1997.



MITCHELL D. SCHEPPS
by L.A. Uriarte as attorney-in-fact

Mitchell D. Schepps | FL Bar Member 979139
Rosen & Reade, LLP
Phillips Point, West Tower
777 South Flagler Drive, Suite 1102
West Palm Beach FL 33401
561-833-2410
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Bennardi & Associates, Inc.

REGISTERED AGENT/OFFICE:

**Joseph M. Bennardi
729 South Federal Highway
Suite 212
Stuart FL 34994**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JOSEPH M. BENNARDI

by L.A. Uriarte as attorney-in-fact

Date: November 3, 1997

**Mitchell D. Schepps | FL Bar Member 979139
Rosen & Reade, LLP
Phillips Point, West Tower
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