

**LAW OFFICES OF
BRENDA LEE HAMILTON, P.A.**
555 S. Federal Highway, Suite 400F
Boca Raton, Florida 33432

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 PM 12:56

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

SUBJECT: BENZ OF BOCA, INC.

To Whom It May Concern,

Enclosed herewith please find an original and one (1) copy of the Articles of Incorporation for the above corporation along with a check for the filing and one (1) certified copy of same.

FROM: EDWARD BALENA
c/o Brenda Lee Hamilton, Esquire
555 South Federal Highway, Suite 400
Boca Raton, Florida 33432

BLH:ls

RP
12-26-97

ARTICLES OF INCORPORATION

OF

BENZ OF BOCA, INC.

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DIVISION OF CORPORATIONS
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THE UNDERSIGNED, hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this Corporation is BENZ OF BOCA, INC., and its principal place of business is 555 South Federal Highway, Suite 400, Boca Raton, Florida 33432.

ARTICLE II

DURATION: This Corporation shall have perpetual existence which shall commence at the date of the filing of these Articles with the Secretary of State.

ARTICLE III

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

ARTICLE IV

AUTHORIZED SHARES: The capital stock of this Corporation shall be FIVE MILLION (5,000,000) Shares of Common Stock of \$0.01 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no pre-emptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The initial registered agent of this Corporation and his/her address is as follows:

Brenda Lee Hamilton, Esquire
555 South Federal Highway, Suite 400
Boca Raton, Florida 33432

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this Corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The Corporation shall initially have one (1) Director. The name and address of the initial Director are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edward Balena	555 South Federal Highway, Suite 400 Boca Raton, Florida 33432

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
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Brenda Lee Hamilton

555 South Federal Highway, Suite 400

Boca Raton, Florida 33432

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the Corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

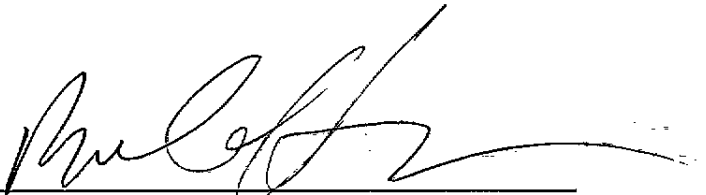
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of

Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation in Palm Beach County, Florida, for the uses and purposes aforesaid this 19 day of December, 1997.



Incorporator

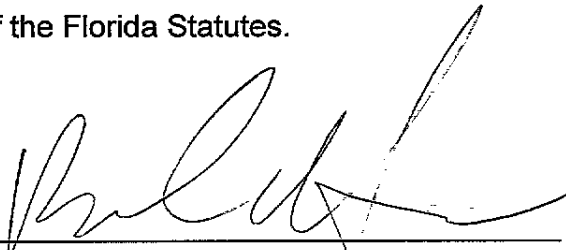
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act: BENZ OF BOCA, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named Brenda Lee Hamilton, Esquire, located at 555 South Federal Highway, Suite 400, Boca Raton, Florida 33432, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation,

at the place designated in this Certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.0505 of the Florida Statutes.



Incorporator

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