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JOHNSON BLAKELY

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ACCT#: 0766

CONTACT: ~~KRISTEN~~ ~~DECEASED~~ MARIE LEE

PHONE: (813)461-1818

FAX #: (813)

441-8617

NAME: BENNY PEN, INC.

AUDIT NUMBER.....H98000003376

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

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BENNY PEN, INC.

ARTICLE I - Name and Address

The name of this corporation is BENNY PEN, INC. The mailing address of the corporation is: 1351 N. Arcturas Avenue, Clearwater, FL 33765. The address of the corporation's principal office is 1351 N. Arcturas Avenue, Clearwater, FL 33765.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, of which 9,000 shares shall be designated as "Voting Common Stock" and 1,000 shares shall be designated as "Non-Voting Common Stock." The par value of each share of stock shall be One Cent (\$.01).

Prepared By:

Michael T. Cronin, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 0469841
(813) 461-1818

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ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, FL 33756, and the name of the initial registered agent of this corporation at that address is Michael T. Cronin.

ARTICLE V - Incorporator

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Michael T. Cronin	911 Chestnut Street Clearwater, FL 33756


ARTICLE VI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VII - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of February, 1998.


MICHAEL T. CRONIN

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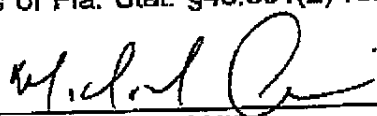
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, BENNY PEN, INC., desiring to organize under the laws of the State of Florida, hereby designates Michael T. Cronin, located at 911 Chestnut Street, Clearwater, FL 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


MICHAEL T. CRONIN

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