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LAZARUS CORPORATE FILING SERVICE, INC.  
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MIAMI, FLORIDA (305)552-5973  
 (City, State, Zip) (Phone #)  
LOCAL REPRESENTATIVE TALLAHASSEE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BENNY'S ENTERPRISES, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

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 98 FEB 23 PM 11:36  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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  Pick up time 2.00   
  Certified Copy  
 Mail out   
  Will wait   
  Photocopy   
  Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATION

Yanet **GAVE**  
 AUTHORIZATION BY PHONE TO  
CORRECT CNO name  
 DATE 2-27-98  
 DOC. EXAM IK

K. Rolfe FEB 23 1998

Examiner's Initials

CERTIFICATE OF INCORPORATION

OF

**BENNY'S ENTERPRISES USA, INC.**

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form of Corporation under the Laws of the State of Florida.

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ARTICLE I, NAME OF CORPORATION :

The name of the Corporation shall be :

**BENNY'S ENTERPRISES USA, INC.**

ARTICLE II, GENERAL NATURE OF THE BUSINESS :

The general nature of the business and the object and purposes to be transacted and carried on are :

To conduct any and all business not prohibited by the laws of the United States and State of Florida.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights and licenses, in the State of Florida and in other states and other countries. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of corporate properties, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the Corporate assets or any other Corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other Corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III, CAPITAL STOCK :

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is 500 shares at \$1.00 par value. Such stocks may be issued by the Corporation from time to time for

such consideration as may be fixed by the Board of Directors thereof, and may be paid in cash, labor or services.

ARTICLE IV, INITIAL CAPITAL :

The number of shares with which this Corporation shall commence business is not less than 500 shares common stock, and the amount of Capital with which this Corporation shall commence business not be less than FIVE HUNDRED DOLLARS (\$500)-----

ARTICLE V, TERM :

The Corporation shall continue perpetually, unless sooner dissolved according to laws.

ARTICLE VI, PRINCIPAL PLACE OF BUSINESS :

The initial place of business of said Corporation in this State shall be: 4821 S.W. 148TH PLACE MIAMI FLORIDA, 33185 but the Board of Directors may, from time to time, move the principal place of business, or the place of the office to any other address in the State of Florida.

ARTICLE VII, DIRECTORS :

The business of the Corporation shall be conducted by a Board of Directors, and the number of which Directors shall be fixed by the Stockholders at any regular or called meeting, but the number of Directors shall not be less than one. A majority of the Board shall constitute a quorum. The members of the Board of Directors shall be elected at the annual meeting of stockholders, and the several officers as the case may be provided for in the by-laws, shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

ARTICLE VIII, FIRST BOARD OF DIRECTORS :

The name and the post office address of the members of the First Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation and the Statutes of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors have been elected and qualified, as follows :

BERNARDO LOPEZ  
4821 S.W. 148TH PLACE  
MIAMI FLORIDA, 33185

CELSA LOPEZ  
4821 S.W. 148TH PLACE  
MIAMI FLORIDA, 33185



We, the undersigned, being the original subscribers to the capital stock and Articles of Incorporation, herein above named for the purpose of forming a Corporation to do business within and without the State of Florida, General Act of 1925, and all amendments hereto, do make and file stated are true and do respectively agree to take the number of shares of stock herein above set forth, and have accordingly set our hands and seal on the 20TH day of February 1998.

*Bernardo Lopez*  
 BERNARDO LOPEZ  
 PRESIDENT/TREASURER

*Celsa Lopez*  
 CELSA LOPEZ  
 VICE-PRESIDENT/SECRETARY

STATE OF FLORIDA )  
 ) SS  
 COUNTY OF DADE )

I, HEREBY CERTIFY THAT on this day, before me a Notary Public, duly authorized in the State of Florida and County of Dade, to take acknowledgement, personally appeared BERNARDO LOPEZ and CELSA LOPEZ-----  
 -----to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged me that they subscribed to those Articles of Incorporation.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS 20<sup>th</sup> DAY OF February, 1998.

*Georgina Gonzalez*  
 NOTARY PUBLIC-STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL GEORGINA GONZALEZ NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC588326 MY COMMISSION EXP. SEPT 25 2000
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Personally Known \_\_\_\_\_ OR Produced Identification Type  
 of Identification Produced \_\_\_\_\_ Passport \_\_\_\_\_

CERTIFICATE DESIGNING OF BUSINESS OF DOMICILE FOR THE SERVICE WITHIN THIS STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.

In pursuance of Chapter 48,901 Section 607,164 Florida Statutes, the following is submitted, in compliance with said act :

FIRST: BENNY'S ENTERPRISES USA, INC.

desiring to organize under the laws of State of Florida, with the principal office, as indicate in the Articles Of Incorporation, at the City of Miami County of Dade State of Florida has named: BERNARDO LOPEZ mailing address: 4821 S.W. 148TH PLACE MIAMI FL, 33185 as its Agent to accept service of process within this state.

ACKNOWLEDGEMENT :

Having been named to accept services of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
BERNARDO LOPEZ  
RESIDENT AGENT

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