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May 28, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

RE: BEN-TERA, INC.

Dear Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to the undersigned. Our check in the amount of \$122.50 is enclosed.

Should you have any questions regarding this request, please do not hesitate to contact us. Thank you for your cooperation in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



CHARLES L. HOFFMAN, JR.

CLHjr/dee
Enclosures
H1957-24466

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 AM 8:51

**ARTICLES OF INCORPORATION
OF
BEN-TERA, INC.**

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ARTICLE I. - NAME

The name of this corporation is BEN-TERA, INC.

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of engaging in any and all business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

BEN-TERA, INC.
362 Gulf Breeze Parkway, #262
Gulf Breeze, Florida 32561

The Board of Directors may change the address from time to time to any other address in the State of Florida.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 362 Gulf Breeze Parkway, #262, Gulf Breeze, Florida 32561, and the name of the initial registered agent of this corporation at that address is Wolfgang K. Mueller.

ARTICLE VII. - INITIAL OFFICERS AND DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the sole director and officer of this corporation is:

Wolfgang K. Mueller
362 Gulf Breeze Parkway, #262
Gulf Breeze, Florida 32561

ARTICLE VIII. - INCORPORATOR

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

Wolfgang K. Mueller
362 Gulf Breeze Parkway, #262
Gulf Breeze, Florida 32561

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a

stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI. - INDEMNIFICATION

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

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of May, 1998.



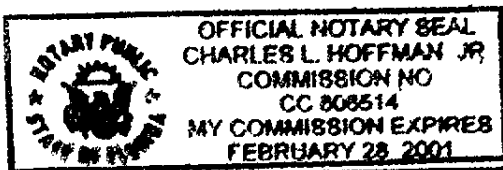
Subscriber

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared WOLFGANG K. MUELLER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation. *Produced GA. drivers license. etc*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of May, 1998.





TYPED NAME: _____
NOTARY PUBLIC-STATE OF FLORIDA
MY COMMISSION EXPIRES: 2/28/01

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BEN-TERA, INC. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: May 28. 1998

Wolfgang K. Mueller
WOLFGANG K. MUELLER

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