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LAW OFFICES OF
DAVID W. WILCOX

308 THIRTEENTH STREET WEST
BRADENTON, FLORIDA 34205
TELEPHONE: (941) 746-2136

September 15, 1998

MAILING ADDRESS:
P. O. Box 711
BRADENTON, FLORIDA 34206
TELECOPIER: (941) 747-2108

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

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*****70.00 *****70.00

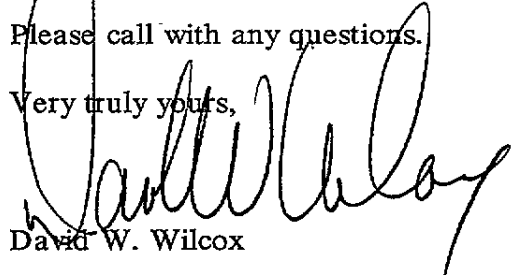
RE: Bentley Media, Inc.

Dear Sir/Madame:

Enclosed please find the original and a copy of Articles of Incorporation for the above referenced corporation along with a check in the amount of \$70.00 to cover the filing fees. Please file the articles and return a stamped copy to me.

Thank you for your cooperation in this matter. Please call with any questions.

Very truly yours,


David W. Wilcox

DWW: bbw
Enclosures

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**ARTICLES OF INCORPORATION
OF
BENTLEY MEDIA, INC.**

ARTICLE 1 - NAME/ADDRESS

The name of this corporation is **BENTLEY MEDIA, INC.** and its mailing and principal office address is 6400 Manatee Avenue West, Suite 105, Bradenton, FL 34209.

ARTICLE 2 - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 3 - POWERS

This corporation shall have all of the powers enumerated in the Florida Business Corporations Act.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 9000 voting common stock with a par value of \$.001 per share.

ARTICLE 5 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 308 13th Street West, Bradenton, Florida 34205 and the name of the initial registered agent of this corporation at that address is **DAVID W. WILCOX, Esquire.**

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have one 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

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one. The name and address of the initial Board of Directors is:

DAVID W. WILCOX
308 13th Street West
Bradenton, Florida 34205

ARTICLE 7 - INCORPORATOR

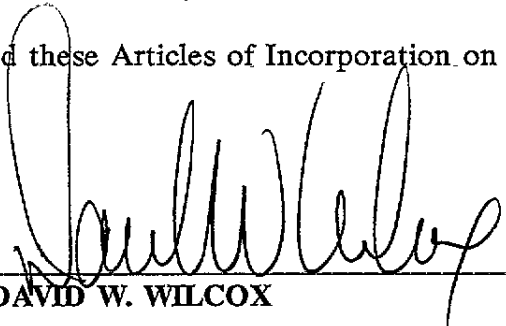
The name and address of the incorporator is:

DAVID W. WILCOX, Esq. **308 13th St. West** **Bradenton, FL 34205**

ARTICLE 8 - AMENDMENT

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

The undersigned incorporator has executed these Articles of Incorporation on the 15th day of September, 1998.



DAVID W. WILCOX

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public, appeared **DAVID W. WILCOX**, to me known to be the person described as the incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to same.

WITNESS my hand and official seal this September 15, 1998.



NOTARY PUBLIC

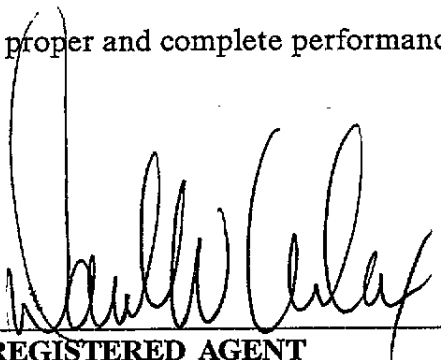


BARBARA B. WELLS
MY COMMISSION # CC406920 EXPIRES
September 28, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: September 15, 1998



REGISTERED AGENT

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