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FLORIDA DIVISION OF CORPORATIONS

((H98000020310 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735  
(850)561-1025

FAX #:

NAME: BENTLEY'S GROUP INTERNATIONAL, INC. AUDIT NUMBER.....H98000020310 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE 1. - NAME**

Bentley's Group International, Inc.

**ARTICLE 2. - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

350 South County Rd., Suite 201  
Palm Beach, FL 33480

**ARTICLE 3. - SHARES**

This corporation is authorized to issue 100 shares of \$1.00 par common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

Articles prepared by:  
FRANK A. COLANGELO  
7300 W. McNab Road  
Suite 211  
Tamarac, FL 33321  
(954) 718-8572

**ARTICLE 4. - INITIAL REGISTERED AGENT & STREET ADDRESS**

The name and address of the initial registered agent is:

Yoan Zaifer  
350 South County Rd., Suite 201  
Palm Beach, FL 33480

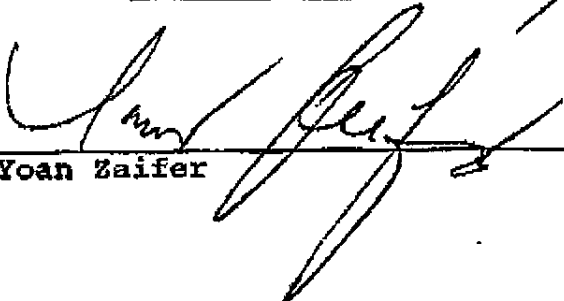
**ARTICLE 5. - INCORPORATORS**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Yoan Zaifer, CEO & President  
350 South County Rd., Suite 201  
Palm Beach, FL 33480

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

DATED: 10.3.96

  
Yoan Zaifer

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501,  
FLORIDA STATUTE, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA:

1. THE NAME OF THE CORPORATION IS:

Bentley's Group International, Inc.

2. THE NAME OF THE REGISTERED AGENT AND OFFICE IS:

Yoan Zaifer  
350 South County Rd., Suite 201  
Palm Beach, FL 33480

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT.

  
SIGNATURE - REGISTERED AGENT

Yoan Zaifer  
350 South County Rd., Suite 201  
Palm Beach, FL 33480

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