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### JUDITH DAL FARRA, C.P.A.

#### Certified Public Accountant

1465 N.W. 97th Ave., Miami, FL 33172 • Phone: (305) 591-8787 • Fax: (305) 591-0707

#### TRANSMITTAL LETTER

June 4, 2003

Department of State Division of Corporations P.O. BOX 6327 Tallahassee, Florida 32314

SUBJECT: VENTICO CORP.

Dear Sir/Madam:

We are enclosing an original and 2 copies of the Articles of Incorporation for the above referenced corporation and our check No. 963 for \$87.50 for the filing fee, registered agent certification, a certified copy and a certificate of status.

Sincerely yours,

Judith Dal Farra: CPA

## ARTICLES OF INCORPORATION OF

#### VENTICO CORP.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

#### **ARTICLE I**

The name of the corporation is: VENTICO CORP.

#### **ARTICLE II**

The principal place of business of this corporation is:

19703 N.W. 84 PLACE MIAMI, FLORIDA 33015

The board of directors may, from time to time, move the principal office to any other address.

#### ARTICLE III

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE IV**

The authorized capital stock of this corporation is One Thousand (1,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share. Holders of Common Stock are entitled to vote, on all questions required by law, on the basis of one vote per share.

#### <u>ARTICLE V</u>

The corporation shall have perpetual existence.

#### ARTICLES OF INCORPORATION OF VENTICO CORP.

#### **ARTICLE VI**

The name(s) and address(es) of the initial director(s) and/or officer(s) who shall hold office until their successors are elected or appointed is/are:

PRESIDENT LAZARO ANTONIO FAZIO

19703 N.W. 84 PLACE MIAMI, FLORIDA 33015

VICE-PRESIDENT GLADYS E. ALVAREZ DE FAZIO

19703 N.W. 84 PLACE MIAMI, FLORIDA 33015

To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her being a director or officer of the corporation, or by reason of any action alleged to have been taken or omitted by him/her as a director or officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him/her in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

#### **ARTICLE VII**

The name and the address of the incorporator subscribing to these Articles is:

LAZARO ANTONIO FAZIO 19703 N.W. 84 PLACE MIAMI, FLORIDA 33015

Dated thisday o	f JUNE	, 2003
Incorporator Signature:		

#### ARTICLES OF INCORPORATION OF VENTICO CORP.

#### **ARTICLE VIII**

This corporation has designated

LAZARO ANTONIO FAZIO 19703 N.W. 84 PLACE MIAMI, FLORIDA 33015

as its duly authorized registered agent to be in charge of the corporate registered office, as required by law.

In compliance with Section 48.091, Florida Statutes the following is submitted: I certify that I am familiar with and accept the responsibilities of a registered agent. Having been named to accept service of process for the above named corporation I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated this 4 day of JUNE, 2003

Registered Agent Signature:

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