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THOMAS J. KWIAKOWSKI, JR.
Attorney At Law
1555 Eagle Nest Circle
Winter Springs, Florida 32708
Voice: (407) 359-0838
Fax: (407) 365-4540

September 16, 1998

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

Re: **Venere International, Inc.** --
Articles of Incorporation;
Designation of Resident Agent

Dear Sir/Madam:

Enclosed is an original and two copies of Articles of Incorporation for **Venere International, Inc.**

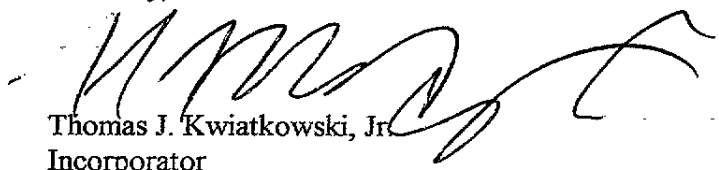
Please file the original Articles and return one copy to the undersigned stamped with the filing date.

Also enclosed is a Certificate of Designation of Resident Agent/Resident Office.

Finally, I enclose a check in the amount of \$70.00, covering filing fees for the Articles of Incorporation and the Certificate of Designation.

Thank you for your prompt attention in filing these documents. Please contact me, as above, should you require anything further.

Sincerely,



Thomas J. Kwiatkowski, Jr.
Incorporator
Florida Bar No. 0031240

TJK,Jr.:pak
Enclosures

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

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

ARTICLE I - NAME

The name of the corporation shall be **Venere International, Inc.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be
2996 Lowery Drive, Oviedo, Florida 32765.

ARTICLE III - SHARES

The corporation shall have the authority to issue Ten Thousand (10,000) shares of stock, with a par value of One Cent (\$.01) per share.

ARTICLE IV - REGISTERED AGENT

The registered agent of the corporation is Rosemary Hamm. The registered street address is 2996 Lowery Drive, Oviedo, Florida 32765.

ARTICLE V - BOARD OF DIRECTORS

The initial Board of Directors shall have three (3) members, whose names and addresses are as follows: Giuseppe Diana, Via Termignoni, 2, 28010 Arona - Novara, Italy; Rosemary Hamm, 2996 Lowery Drive, Oviedo, Florida 32765; and Vincenzo Vacarro, 2548 Dovetail Drive, Ocoee, Florida 34761.

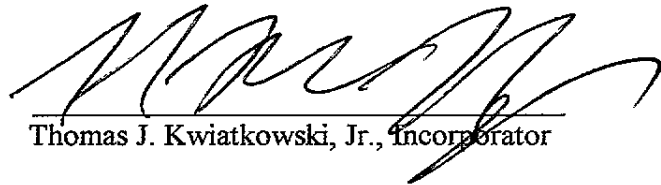
The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one (1).

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ARTICLE VI - INCORPORATOR

The incorporator of the corporation is Thomas J. Kwiatkowski, Jr., whose street address is 1555 Eagle Nest Circle, Winter Springs, Florida 32708.

Dated: September 16, 1998.


Thomas J. Kwiatkowski, Jr., Incorporator

**CERTIFICATE OF DESIGNATION OF
RESIDENT AGENT/RESIDENT OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING ITS REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA

1. The name of the corporation is:

Venere International, Inc.

2. The name of the registered agent of the corporation is:

Rosemary Hamm

3. The address of the registered office of the corporation is:

2996 Lowery Drive
Oviedo, Florida 32765

Having been named as registered agent and to accept service of process for the above named 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 state that I am familiar with and do accept the obligations of my position as registered agent.

Dated: September 16, 1998


Rosemary Hamm, Registered Agent

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