

569613

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
1406 Hays Street, Suite 2
(Address)
Tallahassee, FL 32301 (904) 656-3992
(City, State, Zip) (Phone #)

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-12/30/96--01031--008
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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Venture Opportunities Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 12/30/96 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
96 DEC 30 AM 10:53
DIVISION OF CORPORATION
FILED
96 DEC 30 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

VENTURE OPPORTUNITIES CORPORATION, a Florida corporation, 569613

INTO

VENTURE OPPORTUNITIES CORPORATION. a Delaware corporation not
qualified in Florida

File date: December 30, 1996, effective December 31, 1996

Corporate Specialist: Steven Harris

EFFECTIVE DATE

12-31-96

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Venture Opportunities Corporation	Florida
Venture Opportunities Corporation	Delaware

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation, as the surviving corporation of the merger, complies with Section 607.1105 F.S. and the domestic corporation complies with the applicable provisions of Sections 607.1101 - 607.1104 F.S.

FOURTH: The Plan and Agreement of Merger is attached hereto as Exhibit A.

FIFTH: The Plan and Agreement of Merger was adopted by the Board of Directors and approved by the shareholders of Venture Opportunities Corporation, a Florida corporation on December 27, 1996, and was adopted by the Board of Directors and approved by the shareholders of Venture Opportunities Corporation, a Delaware corporation on December 27, 1996.

SIXTH: The effective date of the Articles of Merger shall be the December 31, 1996.

FILED
96 DEC 30 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 27th day of December 1996.

VENTURE OPPORTUNITIES
CORPORATION
(a Delaware corporation)

By: 

Name:

Title: Pres.

VENTURE OPPORTUNITIES
CORPORATION
(a Florida corporation)

By: 

Name:

Title: Pres

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

PLAN OF MERGER adopted by Venture Opportunities Corporation, a Delaware corporation ("Venture Delaware"), and Venture Opportunities Corporation, a Florida corporation, ("Venture Florida").

1. Pursuant to the provisions of the Delaware General Corporation Law (the "GCL") and the Florida Business Corporation Act (the "BCA"), Venture Florida will be merged with and into Venture Delaware with Venture Delaware as the surviving corporation (the "Surviving Corporation").

2. The Certificate of Incorporation of Venture Delaware at the effective time of the merger shall be the Certificate of Incorporation of the Surviving Corporation, and such Certificate of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the GCL.

3. The present By-Laws of Venture Delaware at the effective time of the merger shall be the By-Laws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of Certificate of Incorporation of the Surviving Corporation and the GCL.

4. The directors in office of Venture Delaware at the effective time of the merger shall be the members of the Board of Directors of the Surviving Corporation, all of whom shall hold their respective offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and By-Laws.

5. The officers in office of Venture Delaware at the effective time of the merger shall be the officers of the Surviving Corporation, all of whom shall hold their respective offices until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and By-Laws.

6. Each issued and outstanding share of common stock of Venture Florida at the effective time of the merger shall be converted into the right to receive one share of common stock of Venture Delaware.

7. Venture Delaware and Venture Florida hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents required by the laws of the

State of Florida and of the State of Delaware to be executed, filed, and/or recorded by them, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of Venture Florida and of Venture Delaware, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger.

VENTURE OPPORTUNITIES
CORPORATION
(a Delaware corporation)

By: A. Fred Chancel
Name: _____
Title: Pres.

VENTURE OPPORTUNITIES
CORPORATION
(a Florida corporation)

By: A. Fred Chancel
Name: _____
Title: Pres.