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ROBERT R. KREIS
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1600 INDEPENDENT SQUARE
JACKSONVILLE, FLORIDA 32202
PHONE (904) 351-9161 FAX (904) 634-0633

April 30, 1997

FEDERAL EXPRESS

Ms. Karen Gibson
State of Florida
Amendment Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Venture Resources Group, LLC

400002200154--5
-06/03/97--01093--003
***\$337.50 ***\$337.50

Dear Ms. Gibson:

Pursuant to your telephone conversation with J. C. Dominguez, Esquire, please release the name "Venture Resources Group", as previously listed with Ms. Sharon Talia for qualification in Florida of Venture Resources Group, LLC (a Delaware limited liability company). I am enclosing a certified copy of the Delaware certificate of Limited Liability Company for "Venture Resources Group, LLC", together with the executed Qualification Application form, and check in the sum of \$337.50 covering the fee.

If anything further is required, please let me know.

Sincerely,

Robert R. Kreis

Robert R. Kreis

RRK/dp
Enclosure

U. TAX _____
FILING _____ 250.00
R. AGENT FEE _____ 35.45
C. COPY _____ 52.50
TOTAL _____ 337.50
V. BIRTH _____
BALANCE DUE _____
RECEIVED _____

B/K
5/16/97

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 MAY 16 PM 3:02



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 16, 1997

ROBERT R. KREIS, ATTORNEY AT LAW
1600 INDEPENDENT SQUARE
JACKSONVILLE, FL 32202

SUBJECT: VENTURE RESOURCES GROUP, LLC
Ref. Number: W97000011453

We have received your document for VENTURE RESOURCES GROUP, LLC and your check(s) totaling \$337.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The certificate you submitted is a certified copy, that is not what we need.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 797A00026436

Walk-In 5/27
CT Corp.

Cathy,

Please back date
if possible also
return to:

CT Corp.

Thanks

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CORPORATIONS
MAY 16 PM 3:02
TALLAHASSEE, FL

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF
FLORIDA:**

1. Venture Resources Group, LLC

(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. Applied For

(FEI number, if applicable)

4. March 21, 1997

(Date of Organization)

5. Perpetual

(Duration: Year limited liability company will cease to exist or "perpetual")

6. May 1, 1997

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.135, F.S.)

7. 100 North Tampa Street, Suite 2430

Tampa, Florida 33602

(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

W. Scott Miller MGR
100 N Tampa St, Ste 2430
Tampa, FL 33602

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CORPORATIONS
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Venture Resources
Group, LLC deposes and says.

1) the above named limited liability company has at least two members

2) the total amount of cash contributed by the member(s) is

\$ -0-

3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.

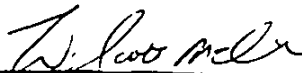
\$ -0-

4) the amount of cash or property anticipated to be contributed by member(s) is
This total includes amounts from 2 and 3 above.

\$ 50,000

5) the total amount of cash or property anticipated to be contributed by member(s) is

\$ 50,000



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

W. Scott Miller

Filing Fee: \$250.00 for Application and Affidavit

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

Venture Resources Group, LLC

2. The name and address of the registered agent and office is:

W. Scott Miller

(Name)

100 North Tampa Street, Suite 2430

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tampa, Florida 33602

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.



W. Scott Miller (Signature)

April 29, 1997

(Date)

Filing Fee: \$35 for Designation of Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VENTURE RESOURCES GROUP, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF MAY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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STATE
SECRETARY OF STATE
DIVISION
97 MAY 16 PM 3:02



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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05-23-97