

P00000003554

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

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-01/06/00--01055--012
*****78.75 *****78.75

SUBJECT: Venture Place.com, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Milton H. Barbarosh
Name (Printed or typed)

1900 Corporate Blvd., # 305-W
Address

Boca Raton, FL 33431
City, State & Zip

561-241-9921 ext. 14
Daytime Telephone number

FILED
00 JAN -6 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION
OF
VenturePlace.com, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is VenturePlace.com, Inc.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000,000 shares of common stock of \$0.001 par value.

ARTICLE V - PRINCIPAL OFFICE

The principal office address of VenturePlace.com, Inc. is 1900 Corporate Blvd., N.W., Suite 305 West, Boca Raton, FL 33431 which is the same address as the registered office of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1900 Corporate Blvd., N.W., Suite 305 West, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at the address is Milton H. Barbarosh.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of the corporation is:

Milton H. Barbarosh
1900 Corporate Blvd., N.W., Suite 305 West, Boca Raton, FL 33431

ARTICLE VIII - INCORPORATOR

The name and the address of the person signing these Articles is Milton H. Barbarosh, 1900 Corporate Blvd., N.W., Suite 305 West, Boca Raton, FL 33431.

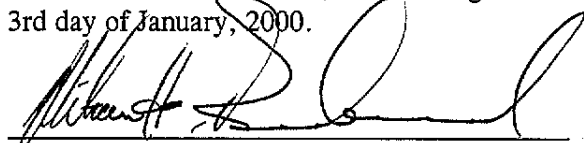
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that the firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any director of this corporation who is also a director of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such contract of transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transacting, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transition with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of January, 2000.

A handwritten signature in black ink, appearing to read "Milton H. Barbarosh", is written over a horizontal line.

Milton H. Barbarosh

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT **VenturePlace.com, Inc.**, DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS IN THE
CITY OF BOCA RATON, FLORIDA, WITH AN ADDRESS OF **1900 Corporate Blvd., N.W., Suite
305 West, Boca Raton, FL 33431**, HAS NAMED **Milton H. Barbarosh** AS REGISTERED
AGENT, LOCATED AT **1900 Corporate Blvd., N.W., Suite 305 West, Boca Raton, FL 33431**,
STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature

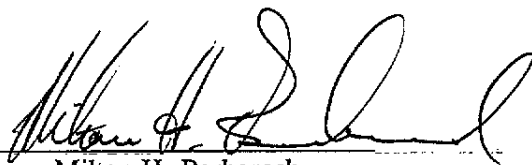


Milton H. Barbarosh, Subscriber

Date: January 3, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS
OFF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

Signature



Milton H. Barbarosh

Date: January 3, 2000

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TALLAHASSEE, FLORIDA