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TRANSMITTAL LETTER

FILED

00 FEB 21 AM 10: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: VENUS STAR CORPORATION
(Proposed corporate name - must include suffix)

000002141490--7
-02/21/00--01103--009
*****70.00 *****70.00

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: JUAN CARLOS GUTIERREZ
Name (Printed or typed)

8370 NW 103 St. Apt. 202-F
Address

Hialeah Gardens, Fl. 33016
City, State & Zip

(305) 828-3600
Daytime Telephone number

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

Pd 2/28/2000

ARTICLES OF INCORPORATION
OF
VENUS STAR CORPORATION.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation natural person competent to contract, hereby associate himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is: VENUS STAR CORPORATION.

ARTICLE II

PURPOSES

The general nature of the business to be transacted by this corporation are: The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be SEVEN THOUSANDS FIVE HUNDRED & 00/100 (\$7,500.00) DOLLARS represented by seven hundred fifty (750 common shares of Ten & 00/100 (\$10,00) dollars each.

This stock shall have full voting rights, primitive privileges non-cumulative as to dividends, and shall be issued fully paid and non-assessable.

The stock shall be restricted as to transfer as follows:

This stock may not be transferred on the books of this corporation without first giving the right of purchase for TWENTY (20) days to the corporation at the book value of the stock, and the reafter for TEN (10) days to any stockholder of record, at the same price and terms of any bonafide offer which the holder may desire to accept.

All of said stock shall be payable in cash, equipment, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is SIX HUNDRED DOLLARS & 00/100 (\$600.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually

ARTICLE VI

DIRECTORS

This corporation shall have on (4) four Directors Initially. The number of Directors may be increased from time to time by vote of the stockholder as the By-Laws direct.

ARTICLE VII

INITIAL DIRECTORS

The name and street address of the members of the First Board of Directors of the corporation is as follows

Juan Carlos Gutierrez	Director
Deysi Fernandez	Director
Damaris Gutierrez	Director
8370 NW 103 St. Apt. 202	
Hialeah Gardens, Fl. 33016	

ARTICLE VIII

SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation is as follows:

Juan Carlos Gutierrez
8370 NW 103 St. Apt. 202
Hialeah Gardens, Fl. 33016

ARTICLE IX

ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is:

8370 NW 103 St. Apt. 202
Hialeah Gardens, Fl. 33016

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

ARTICLE X

BY-LAW

The board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered or repealed by the stockholders or directors in any manner permitted by the By-Laws.

ARTICLE XI

TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract of other transaction between the corporation and any other corporation, association, persons or firm, in the absence of fraud, shall be invalid, void or voidable because one or more Directors or Officers of the corporation is or are interested in such contract or transaction, and no Director or Officer of the corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. A Director of the corporation may vote on any contract or other transaction between the corporation and any subsidiary, controlled, affiliated or other corporation, association or firm without regard to the fact that he is also a Director or Officer of such subsidiary, controlled, affiliated or other corporation, association or firm, and the presence at any meeting of the Board of Directors of any such Director may be counted in order to determine the presence of quorum.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

In order to induce persons to serve as Officers and Directors of the corporation, and its subsidiaries and affiliates, if any, the corporation shall indemnify and hold harmless each

persons from and against any and all claims, liabilities and expenses to which any such persons may be subjected by reason of having been a Director or Officer, and in accordance with the foregoing, the corporation shall reimburse or otherwise hold any such person harmless from all expenses reasonably incurred, including legal expenses in defending claims based on alleged acts or omissions of such person while acting as an officer or Director of the corporation, provided however, that no such persons shall be indemnified against or reimbursed that such persons has been derelict of his duties as Director of officer of the corporation. The foregoing rights of indemnification shall be in addition to which such persons may be entitles by law, the By-Laws or by resolution adopted by the board of Directors or the stockholders.

ARTICLE XIII

REGISTRED AGENT

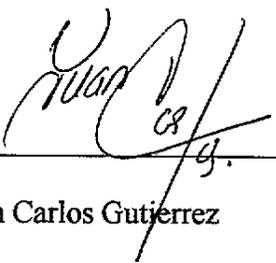
The registered agent of VENUS STAR CORP.: JUAN CARLOS GUTIERREZ The registered office is located at: 8370 NW 103 St. Apt. 202 Hialeah Gardens, Fl. 33016.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon.

IN WITNESS WHERE OF, I the undersigned, being of the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these articles, hereby declaring and certifying that the facts herein started are true, and hereunto set my hand and seal this second of February, 2000.



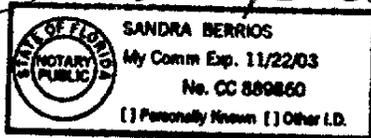
Juan Carlos Gutierrez

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) SS :

Before me, the undersigned Notary, personally appeared Juan Carlos Gutierrez, who is know to be the person described in and who executed the foregoing Articles of Incorporation, and says and does acknowledge before me, that the said Articles to be the act deed of the signer and that the matters therein set forth are true and correct.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this second of February, 2000.

Sandra Berrios



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00 FEB 21 AM 10: 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR PERMANENT
SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with section 48.091, Florida Statutes, the following is submitted:
First: That VENUS STAR CORPORATION, desiring to organize or qualify under the
laws of the state of Florida, with its principal place of business in the City of Miami,
State of Florida, has named Juan Carlos Gutierrez, located at 8370 NW 103 St. Apt. 202
Hialeah Gardens, Fl. 33016 as its agent to accept service of process within Florida.

Date: February 2, 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 of all statutes relative to the proper and complete
performance of my duties.



Registered Agent