

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO000000418435

Venture Electronics, Inc

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-05/16/00--01049--002

*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	<u>Cert.</u>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
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<input type="checkbox"/>	Certificate of Good Standing	
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<input type="checkbox"/>	Certificate of Fictitious Name	
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<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
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<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

FILED

00 MAY 16 PM 12:31

RECEIVED

00 MAY 16 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

CM 5/16 10:18

T. SMITH MAY 16 2000

ARTICLES OF INCORPORATION

OF

VENTURE ELECTRONICS, INC.

FILED
00 MAY 16 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: VENTURE ELECTRONICS, INC. The principal office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801. The mailing address of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of One Cent (\$0.01) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Andrew Drummond
14 Fulton Garden
Gryffe Park, Houston
Renfrewshire, Scotland PA67Nu

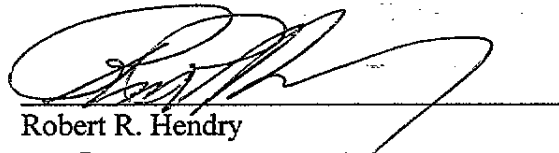
Bruce McLean
17 Erskine Road
Broxburn
West Lothian, Scotland EU526XH

Article 7. Incorporators. The name and address of each Incorporator is as follows: Robert R. Hendry, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.


IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 5th day of May, 2000.


Robert R. Hendry

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared ROBERT R. HENDRY to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of May, 2000.


Notary Public, State of Florida at Large
Mary Ellen Silverman
Typed Name of Notary Public
Commission No.:

MARY ELLEN SILVERMAN
Notary Public, State of Florida
My Comm. Expires Feb. 15, 2002
Comm. No. CC 716777

(NOTARY SEAL)

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of VENTURE ELECTRONICS, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 5th day of May, 2000.

FLORIDA CORPORATE SUPPORT, INC.

By: 

Robert R. Hendry
As Its: President

MES\VENTURE\ART.INC

00 MAY 16 PM 12:31
FLORIDA CORPORATE SUPPORT, INC.
TALLAHASSEE, FLORIDA