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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A. VENESAN HOLDINGS, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 2000

FAS-T CORP

SUBJECT: VENESAN HOLDINGS, INC.
REF: W00000018079

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

FAX Aud. #: H00000037647
Letter Number: 600A00039613

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION
OF
VENESAN HOLDINGS, INC.**

ARTICLE I- CORPORATE NAME.

The name of this corporation is: VENESAN HOLDINGS, INC.

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ARTICLE II- NATURE OF BUSINESS AND POWERS.

The general nature of this corporation is to enter in any and all business permitted under the laws of the State of Florida, and in particular to make any kind of investments, specially, real estate in favor of their stockholders. And also create the necessary organization to administrate said investments.

Also purchasing, leasing, renting, selling, holding, and otherwise acquiring and disposing real estate or personal property, both, tangible and intangible. Also in the purchase or acquisition of business rights of franchise or additional working capital.

ARTICLE III- CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to issue and to have outstanding is 1000 shares with a par value of \$ 1.00 per share.

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ARTICLE IV- TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these articles.

ARTICLE V- REGISTERED AGENT, REGISTERED OFFICE

AND PRINCIPAL PLACE OF BUSINESS

The Registered Agent and the street address of the initial Registered Office and Principal Office of this corporation in the State of Florida is:

Juan C. Gonzalez-Aguilar

6850 Coral Way, Suite 204

Miami, FL 33155

The Board of directors from time to time may move the Registered Office to any other location in the State of Florida.

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ARTICLE VI- BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII- INITIAL DIRECTORS

The name of the initial directors and their street address are:

Carmen Jacome de Sanchez Vegas

11111 Biscayne Blvd. Apt. 407

President/Treasurer/Secretary

Miami, FL 33181

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The person named as initial director shall hold office for the first year of existence of this corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VII- INCORPORATES

The name of the person signing these articles of incorporation as the Incorporate is

*
Carmen Jacome de Sanchez Vegas 11111 Biscayne Blvd. Apt. 407
Miami, FL 33181

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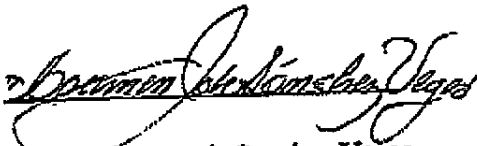
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ARTICLE IX-AMENDMENTS

These articles may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stockholders entitled to vote; unless all of them sign a written statement manifesting their intentions that a certain amendment be made.

IN WITNESS WHEREOF, the undersigned, as Incorporate, have executed the foregoing Articles of Incorporation on this 18th day of August of 2000.


Carmen Jacome de Sanchez Vegas

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ACKNOWLEDGMENT OF REGISTERED AGENT.

Having been made to accept service of process for the above stated corporation at place designate in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


Juan C. Gonzalez-Aguilar

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