Division of Corporations

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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
Certified Copy	1
Page Count	06
Estimated Charge	$78.75

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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
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ARTICLES OF INCORPORATION

OF

VENESAN HOLDINGS, INC.

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ARTICLE I- CORPORATE NAME.

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

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.

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-Aguiar

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.

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

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

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 18rd day of [illegible] of 2000.

Carmen Jacome de Sanchez Vegas

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-Aguiar

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