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SCHAEFER, WIRTH & WIRTH

ATTORNEYS AND COUNSELLORS AT LAW

1135 PASADENA AVENUE SOUTH
SUITE 207
ST. PETERSBURG, FLORIDA 33707

JOHN SCHAEFER
JANET L. WIRTH*
JUDY L. WIRTH

*Admitted in New York

July 24, 2000

FILED
00 JUL 25 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(877) 345-3907
FACSIMILE
(727) 345-3942

Registration Section
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

100003335761--6

-07/25/00--01089--007

****105.00 ****87.50

Re: Venice Systems Consulting, Inc.

Dear Registration Section Representative:

Please be advised that the undersigned represents the interests of **Wayne E. East**, the sole Incorporator of the above-described corporation proposed to be formed pursuant to the requirements contained in **Chapter 607, Florida Statutes**.

As such, please find enclosed the following described items relative to this matter:

1. An original "Articles of Incorporation of Venice Systems Consulting, Inc." executed by the Incorporator described above.
2. One (1) copy of the Articles described in paragraph 1, above.
3. My law firm's check made payable to the Florida Department of State in the amount of \$105.00; and, representing the following described fees in this matter:

a. Articles of Incorporation:	\$ 35.00
b. Designation of and Acceptance by Registered Agent:	35.00
c. Certificate of Status (3 * \$8.75):	26.25
d. Certified Copy of Articles:	8.75

Total: \$105.00

If you would be so kind, trusting that all of the foregoing fully and completely complies with the filing requirements contained in **Section 607.0120, Florida Statutes**, please then file the Articles described in paragraph 1, above.

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Registration Section
Division of Corporations
Re: Venice Systems Consulting, Inc.
July 24, 2000

In addition, upon such filing, please then kindly mail directly to the undersigned the items described in paragraphs 3c and 3d, above.


Finally, if you have any questions, or desire any further information, relative to this matter, please feel free to contact me directly, as follows:

JOHN SCHAEFER, ESQ.
Schaefer, Wirth & Wirth
1135 Pasadena Avenue South
Suite 207
St. Petersburg, Florida 33707
Tel: (727) 345-4007
Fax: (727) 345-3942

In conclusion, please allow me to take this opportunity to thank you for your anticipated cooperation and consideration with respect to the matters herein described.

I thank you again and look forward to receipt of the items so requested herein.

Very truly yours,


John Schaefer

JS/ast
Encs.

AIRBORNE EXPRESS: OVERNIGHT MAIL

xc: Wayne E. East, Incorporator
Venice Systems Consulting, Inc.

ARTICLES OF INCORPORATION
OF
VENICE SYSTEMS CONSULTING, INC.

FILED
00 JUL 25 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, WAYNE E. EAST, being a natural person, for the purpose of forming a corporation pursuant to the requirements contained in Chapter 607, Florida Statutes, the "Florida Business Corporation Act", does hereby act as the sole Incorporator in adopting, and delivering to the Florida Department of State for filing, the following described "Articles of Incorporation"; and, hereinafter referred to as the "Articles".

ARTICLE I
CORPORATE NAME

The name of the corporation is VENICE SYSTEMS CONSULTING, INC.; and, hereinafter referred to as the "Corporation".

ARTICLE II
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is:

1206 Silver Lake Court
Venice, Florida 34292

ARTICLE III
CAPITAL STOCK

The maximum number of shares that the Corporation is authorized to issue is ten thousand (10,000); and, hereinafter referred to as the "Common Shares". All Common

Shares shall be identical with each other in any and all respects and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Each Common Share shall have a par value of \$1.00.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The Florida street address of the initial registered office of the Corporation is:

1135 Pasadena Avenue South
Suite 207
St. Petersburg, Florida 33707

The name of the initial registered agent for the Corporation at this address is:

JOHN SCHAEFER, ESQ.

**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents, to the fullest extent permitted by law.

**ARTICLE VI
INCORPORATOR**

The name and street address of the sole Incorporator of this Corporation is:

WAYNE E. EAST
1206 Silver Lake Court
Venice, Florida 34292

IN WITNESS WHEREOF, the undersigned, WAYNE E. EAST, has executed these Articles on this 21st day of July, 2000.

Wayne E. East
WAYNE E. EAST
Incorporator

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

The undersigned, JOHN SCHAEFER, ESQ., having been appointed in ARTICLE IV of these Articles as the initial registered agent for the Corporation in order to thereby accept service of process therefor at the initial registered office so designated therein, hereby accepts this appointment, agrees to act in such capacity, and acknowledges that he is familiar with, and accepts, the obligations of said position as more fully described in Section 607.0501(3), Florida Statutes.

ACCEPTED this 21st day of July, 2000.

John Schaefer
JOHN SCHAEFER, ESQ.
Initial Registered Agent

FILED
00 JUL 25 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA