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ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 886570 7143749

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 3, 2000

ORDER TIME : 11:23 AM

ORDER NO. : 886570-005

CUSTOMER NO: 7143749

CUSTOMER: Charles E. Muller, Esq
Muller & Lipson, P.a.

Suite 1550
9350 South Dixie Highway
Miami, FL 33156

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DOMESTIC FILING

NAME: VENTURE PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: PH 11/3/00

RECEIVED
DIVISION OF STATE
DEPARTMENT OF REVENUE
00 NOV -3 PM 12: 16
SUFFICIENCY OF FILING
TO ADOPTED
11/03/00

ARTICLES OF INCORPORATION
OF
VENTURE PARTNERS, INC.

FILED
00 NOV -3 PM 12: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

VENTURE PARTNERS, INC.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$.10 per share, divided into two classes, the designation of each such class being as follows:

- A. 1,000 shares of Class A Common Stock;
- B. 9,000 shares of Class B Common Stock.

All of said shares (without regard to class) shall have equal preferences, limitations and relative

rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of Class B Common Stock shall not be entitled to vote, individually or as a class, and (b) a holder of Class A Common Stock shall be entitled to cast one vote per share.

ARTICLE V

The initial registered agent and street address of the initial registered office of the corporation shall be:

Charles E. Muller II
9350 S. Dixie Highway, Suite 1550
Miami, Florida 33156

ARTICLE VI

This corporation shall have two directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office are:

Louis Wolfson, III
9595 Journey's End Lane
Coral Gables, Florida 33156

Ellen Wolfson
9595 Journey's End Lane
Coral Gables, Florida 33156

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the corporation is:

Charles E. Muller II
9350 S. Dixie Highway, Suite 1550
Miami, Florida 33156

ARTICLE VIII

The mailing address of the corporation is:

9595 Journey's End Lane
Coral Gables, Florida 33156

Executed at Miami, Florida, this 2nd day of November, 2000.



Charles E. Muller II, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of VENTURE PARTNERS, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 2nd day of November, 2000.



Charles E. Muller II,
Registered Agent

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TALLAHASSEE, FLORIDA