US CORPORATE FILING SERVICE (Requestor's Name) 600003467216--6 -11/16/00--01020--014 3320 S.W. 87 AVENUE (Address) *****78.75 *****78.75 MIAMI, FLORIDA (305)552-5973 (City, State, Zip) TERESA ROMAN (TALLAHASSEE REPRESENTATIVE) OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #)

		NEW FILINGS
	\times	Profit
1		NonProfit
		Limited Liability
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OTHER FILNGS
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Fictitious Name
 Name Reservation

. 600	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

Certified Copy

Certificate of Status

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

Photocopy

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 16, 2000

LAZARUS

MIAMI, FL

SUBJECT: VENBANKASSUMABLE INC.

Ref. Number: W00000027298

We have received your document for VENBANKASSUMABLE INC.. However, the document has not been filed and is being returned for the following:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking Director's Office 101 E. Gaines St. Fletcher Bldg., 6th Floor. Tallahassee, FL 32399-0350 (850) 410-9111.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 000A000590460

ARTICLES OF INCORPORATION

The undesigned incoporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be VENBAN/ASSUMABLE INC

ARTICLE II - PRINCILPLE OFFICE

The principal place of business and mailing of this corporation shall be ; 1261 SW 104th PSGE , 8-207, Miami, FL, 33174

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is; 20,000,000 shares of common stock.

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is; Johnathan Mitchell ,1261 SW 104th PSGE , 8-207, Miami , FL 33174

ARTICLES V - INCORPORATOR (S)

The name and the street addresse(s) of the incorporator(s) to these Articles of Incorporation is (are);
Johnathan Mitchell , 1261 Sw 104th PSGE , 8-207 , Miami, FL 33174

The Undersigned incorporator(S) has (have) executed these Articles of Incorporation this 14 day of November, 2000

X____signature

ARTICLE VI- DIRECTOR(S)

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

Johnathan Mitchell, 1261 SW 104th PSGE, 8-207, Miami FL 33174

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at place desinated in this certificate, I hereby accept the appointment as registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statues related to the proper and complete performance of my duties, and I am familliar with and accept the obligations of my positions as Registered Agent.

Registered Agent