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February 6, 2001

VIA UPS OVERNIGHT DELIVERY

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

L. JAMES DICKSON
727-824-6117

Internet Address:
jdickson@hklaw.com

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RE: ARTICLES OF INCORPORATION
VENUE STRATEGIES, INC.

Dear Madam or Sir:

Enclosed please an original and one (1) copy of the Articles of Incorporation of Venue Strategies, Inc.

Please file these Articles of Incorporation of record, and furnish us with an approval stamped copy of the filed Articles of Incorporation. Also enclosed, is this firm's check, in the amount of seventy dollars (\$70.00), for the applicable filing fees.

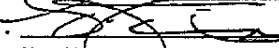
Also, please note the requested effective date of February 6, 2001.

Thank you for your usual cooperation and assistance.

If you should have any questions, please do not hesitate to give me a call.

Very truly yours,

HOLLAND & KNIGHT LLP

By: 
L. JAMES DICKSON
Senior Counsel

Enclosures

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01 FEB -7 PM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-8-01
WCC

**ARTICLES OF INCORPORATION
OF
VENUE STRATEGIES, INC.**

The undersigned incorporator, for the purpose of forming a corporation, hereby adopts the following Articles of Incorporation pursuant to the Florida Business Corporation Act, Chapter 607, FLORIDA STATUTES:

**Article 1
Name**

The name of this corporation is:

VENUE STRATEGIES, INC.

**Article 2
Effective Date and Duration**

This corporation shall exist perpetually commencing as of February 6, 2001.

**Article 3
Purposes**

This corporation is organized for pecuniary profit, and may engage in any lawful activity or business permitted to be engaged in by a corporation under Florida law.

**Article 4
Capital Stock**

This corporation is authorized to issue ONE MILLION (1,000,000) shares of Common Stock, each having a par value of ONE HUNDREDTH OF A CENT (.01¢).

**Article 5
Registered Office and Registered Agent**

The street address of the initial registered office of this corporation is 2907 Bay to Bay Boulevard, Suite 203, Tampa, Florida 33629. The name of the initial registered agent of this corporation at that address is DOUGLAS S. FYVOLANT.

**Article 6
Principal Office and Mailing Address**

The principal office, and mailing address of this corporation is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-6-01

Article 6
Principal Office and Mailing Address

The principal office, and mailing address of this corporation is:

2907 Bay to Bay Boulevard, Suite 203
Tampa, Florida 33629

Article 7
Initial Board of Directors

The number of directors comprising the full Board of Directors of the corporation shall initially be three (3) directors. The number of directors comprising the full Board of Directors may be increased or decreased, from time to time, by action of the shareholders, but shall never be less than one (1) director. The name and address of the initial directors comprising the first Board of Directors of this corporation are:

DOUGLAS S. FYVOLENT
8249 35th Avenue North
St. Petersburg, Florida 33710

ARTHUR S. FYVOLENT
2907 Bay to Bay Boulevard, Suite 203
Tampa, Florida 33629

WILLIAM L. MCHUGH
6053 7th Avenue North
St. Petersburg, Florida 33710

Article 8
Incorporator

The name and address of the person signing these Articles of Incorporation as the incorporator is:

DOUGLAS S. FYVOLENT
8249 35th Avenue North
St. Petersburg, Florida 33710

Article 9
Bylaws

The initial bylaws shall be adopted by the Board of Directors. The power to alter, amend, and repeal the bylaws, and the power to adopt new bylaws, is vested in the Board of Directors; subject, however, to repeal or change by action of the shareholders. Unless otherwise provided in a bylaw adopted by action of the

shareholders, the Board of Directors shall not have the power or authority to amend or repeal any bylaw adopted by the shareholders.

Article 10
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this February 6, 2001.

A handwritten signature in black ink, appearing to read 'Douglas S. Fyvolent', is written over a horizontal line.

DOUGLAS S. FYVOLENT
Incorporator

VENUE STRATEGIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent

Acceptance and Acknowledgment

Having been named as registered agent and to accept service of process for VENUE STRATEGIES, INC., at the place designated in the foregoing Articles of Incorporation, 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 statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 6, 2001.



DOUGLAS S. FYVOLENT
Registered Agent

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