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ACCOUNT NO. : 072100000032

REFERENCE : 098663 7237028

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

01 MAR 30 PM 3:55  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 30, 2001

ORDER TIME : 1:55 PM

ORDER NO. : 098663-005

CUSTOMER NO: 7237028

CUSTOMER: Carmen A. Accordino, Esq  
Eurame Management Group, Ltd.

700003932547--D

Suite 201  
2103 Coral Way  
Miami, FL 33145

DOMESTIC FILING

NAME: VEN-VEST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

*R+*  
3/30/01

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAR 30 PM 3:16  
NOT RECORDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
01 MAR 30 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**VEN-VEST, INC.**

The undersigned subscriber to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is VEN-VEST , INC.

**ARTICLE II**  
**DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist in perpetuity.

**ARTICLE III**  
**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock to be designated as Common Stock. The maximum, number of shares of Common Stock,

which the Corporation is authorized to have outstanding is 10,000 shares of Common Stock of a par value of \$.01 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Rene Dago, Jr. The street address of the registered agent and the initial registered office of the corporation in the State of Florida is 2103 Coral Way, Suite 201, Miami, Florida 33145. The principal office of the Corporation and its mailing address is 2103 Coral Way, Suite 201, Miami, Florida, 33145.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by a board of directors, the number of which shall be set by the corporations by laws, but shall never be less than one (1). The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation.

ARTICLE VII  
INCORPORATOR

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

Carmen A. Accordino

2103 Coral Way, Suite 201

Miami, Florida 33145

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporator, any officer or director of the corporation, or any former officer or director of the corporation.

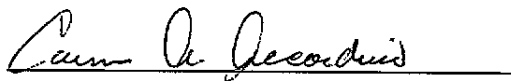
ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of March, 2001.

Incorporator:



Carmen A. Accordino

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01 MAR 30 PM 3:55

**CERTIFICATE OF REGISTERED AGENT:** SECRETARY OF STATE  
OF TALLAHASSEE, FLORIDA  
**VEN-VEST, INC.**


Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted in compliance with said Act:

That VEN-VEST, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami Dade, State of Florida, has named Rene Dago, Jr. located at 2103 Coral Way, Suite 201, County of Miami Dade, City of Miami, State of Florida, 33145, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 26<sup>th</sup> day of March, 2001

  
\_\_\_\_\_  
Rene Dago, Jr.