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SHEPARD, FILBURN & GOODBLATT, P.A.

ATTORNEYS & COUNSELORS AT LAW

FILED
02 JAN 25 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 24, 2002

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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-01/25/02--01055--015
*****78.75 *****78.75

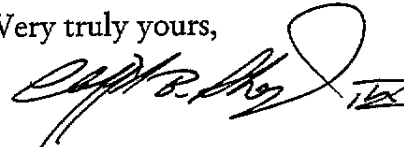
Re: Venetian Pointe, Inc.

Dear Sir:

Enclosed for filing please find an original and one copy of the Articles of Incorporation for the above Corporation and our check in the amount of \$78.75. Please file said Articles of Incorporation and return a certified copy to me.

Your anticipated cooperation in this matter is appreciated. Thank you.

Very truly yours,



Clifford B. Shepard, III

CBS/jlc
Encs.

J. BRYAN JAN 31 2002

ARTICLES OF INCORPORATION
OF
VENETIAN POINTE, INC.

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ARTICLE I - NAME

The name of this corporation is Venetian Pointe, Inc. and its principal place of business and mailing address is 7232 West Sand Lake Road, Suite 103, Orlando, Florida 32819-5253.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of voting common stock having a par value of \$1 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 221 Northeast Ivanhoe Boulevard, Suite 205, Orlando, Florida 32804 and the name of the initial registered agent of this corporation at that address is Clifford B. Shepard, III.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Richard C. Rampi, DMD
Patricia Rampi
7232 West Sand Lake Road, Suite 103
Orlando, Florida 32819-5253

ARTICLE VII - INCORPORATOR

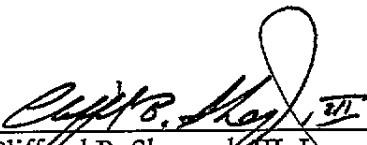
The name and address of the incorporator is:

Clifford B. Shepard, III
221 Northeast Ivanhoe Boulevard, Suite 205
Orlando, Florida 32804

ARTICLE VIII - INDEMNIFICATION

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

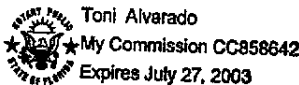
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 24th day of January, 2002.


Clifford B. Shepard, III, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of January, 2002, by
Clifford B. Shepard, III, who is personally known to me or who has produced _____
_____ as identification and who did take an oath.

NOTARY PUBLIC:



Sign: Toni Alvarado
Print: Toni Alvarado
State of Florida at Large
My Commission Expires: 7/27/03
Commission No. CC858642

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for Venetian Pointe, Inc., hereby accepts such appointment this 24th day of January, 2002, and states that he/she is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

Clifford B. Shepard, III
Clifford B. Shepard, III

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