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TRANSMITTAL LETTER

FILED
02 MAR -1 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800005031868--4
-03/01/02--01032--024
*****70.00 *****70.00

PRIETO VENTURES, INC.

SUBJECT:

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Howard R. Womeldorph, Jr., CPA
Name (Printed or typed)

7416 Oak Run Lane
Address

Sarasota, Florida 34243
City, State & Zip

(941) 727-8111
Daytime Telephone number

Howard Womeldorph GAVE
AUTHORIZATION BY PHONE TO
CORRECT Part I
DATE 3/15/02
DOC. EXAM Doris Brown

NOTE: Please provide the original and one copy of the articles.

DB 3/7 ✓

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of this corporation shall be:
PRIETO VENTURES, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
4403 Rayfield Drive, Sarasota, Florida 34243

ARTICLE III – SHARES

The number of shares of stock that this corporation is authorized to have at any one time is one million (1,000,000).

ARTICLE IV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

ROD PRIETO
4403 Rayfield Drive, Sarasota, Florida 34243

ARTICLE V – INCORPORATOR

The name and address of the incorporator to these articles of Incorporation are:

ROD PRIETO
Address: 4403 Rayfield Drive, Sarasota, Florida 34243


ARTICLE VI – RESTRICTIONS ON MEMBERSHIP TO BOARD OF DIRECTORS

This corporation shall have one (1) director initially, who is ROD PRIETO. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

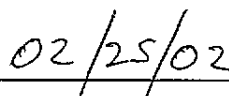
ARTICLE VII – INCORPORATION

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

ROD PRIETO
4403 Rayfield Drive, Sarasota, Florida 34243

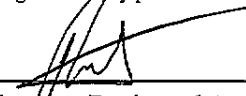


Signature of Incorporator

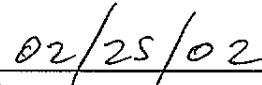


Date

Having been named as registered agent and to accept service of process for the above corporation at the place designated 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 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.



Signature/Registered Agent



Date

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