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Florida Department of State  
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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : WEBSTER & PARTNERS, P.L.  
Account Number : I20000000284  
Phone : (407) 691-0500  
Fax Number : (407) 691-0501

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02 DEC -3 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

VenusWorks, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

12/2/02

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ARTICLES OF INCORPORATION  
OF  
VenusWorks, Inc..

ARTICLE I  
Name and Duration

The name of the Corporation is VenusWorks, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II  
Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is c/o Webster & Partners, P.L., 1936 Lee Road, Suite 101, Winter Park, FL 32789.

ARTICLE III  
Registered Office and Agent

The street address of the registered office in the State of Florida is 1936 Lee Road, Suite 101, Winter Park, FL 32789 in the County of Orange, State of Florida. The name of the registered agent at such address is W & P Services, Inc..

ARTICLE IV  
Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V  
Capital Stock

3. The total number of shares of capital stock which the Corporation has the authority to issue is one hundred (100) shares of Common Stock ("Common Stock") at one cent (\$0.01) par value per share.

Gregory A. Chaires, Esq.  
Webster & Partners, P.L.  
1936 Lee Road, Suite 101  
Winter Park, FL 32789

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ARTICLE VI  
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Webster.	1936 Lee Road, Suite 101 Winter Park, Florida 32789

ARTICLE VII  
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Jaikaran Singh	c/o 1611-A Alden Rd. Orlando, Florida 32806

ARTICLE VIII  
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX  
Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

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ARTICLE X  
Indemnification

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

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Winter Park, Orange County, Florida, this 2nd day of December, 2002.

  
GREGORY A. CHAIRES

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That **VenusWorks, Inc.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Winter Park, County of Orange, State of Florida, has named **W&P Services, Inc.**, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

W&P Services, Inc., a Florida  
Corporation

By:   
GREGORY A. CHAIRES, Vice President

DATED: December 2, 2002

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