

P02000127821

George Venero  
5791 West 20th  
Hialeah, FL 33016

(City/State/Zip/Phone #)

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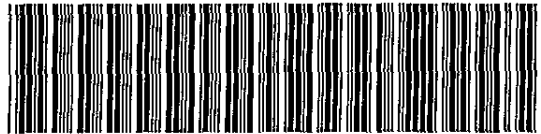
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 DEC -2 PM 3:39

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**ARTICLES OF INCORPORATION  
OF  
VENECEO, INC.**

**FILED**  
02 DEC -2 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **VENECEO, INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue **ONE HUNDRED (100)** shares of **\$1.00** par value common stock, which shall be designated "Common Stock".

#### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

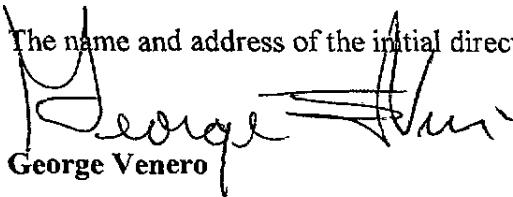
#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **1148 S.W. 27<sup>th</sup> AVENUE, MIAMI, FLORIDA 33135**. The principal office address, the registered office address and the mailing address are the same. The name of the initial registered agent of this corporation is **GEORGE VENERO**.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than ONE.

The name and address of the initial director of this corporation is:

  
George Venero

President

5791 W. 20 Court

Hialeah, Florida 33016

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - INCORPORATOR

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

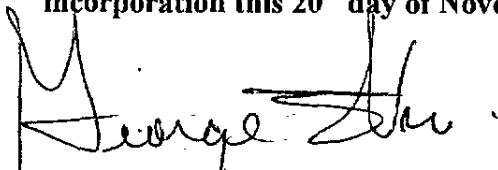
**George Venero**

**5791 W. 20 Court**

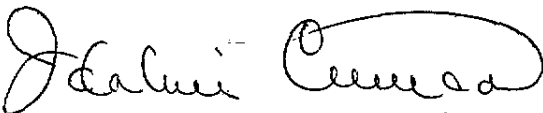
**President**

**Hialeah, Florida 33016**

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 20<sup>th</sup> day of November, 2002.

  
**George Venero**

**President**





**Idalmis Cuenca**  
**My Commission DD045316**  
**Expires September 06, 2005**

SWORN TO BEFORE ME, this 25 day of November, 2002.

My commission expires: Sept 6 2005

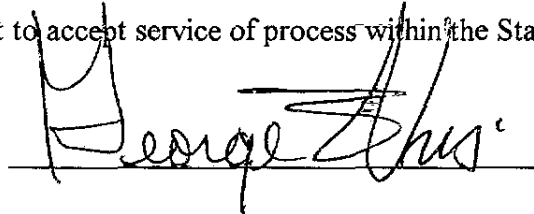
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA, NAMING AGENT UPON WHOM  
SERVICE OF PROCESS MAY BE EFFECTIVE

02 DEC -2 PM 3: 39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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In compliance with section 607.034 of the Florida Statutes, the following is submitted:  
VENECEO, INC.,  
desiring to organize or qualify under the laws of the State of Florida, with its principal place of  
business in the City of Miami, County of Miami Dade, State of Florida, has named GEORGE  
VENERO located at 5791 W. 20<sup>TH</sup> Court, in the City of Hialeah, County of Miami Dade, State  
of Florida, as its agent to accept service of process within the State of Florida.



ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned corporation, at the place  
designated in this certificate, I hereby agree to act in this capacity, and further agree to comply  
with the provisions of all Statues relative to the proper and complete performance of my duties.

Dated this 20th day of November, 2002

Resident and Registered Agent