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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

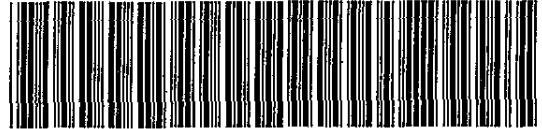
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05/09/03--01076--004 **78.75

EFFECTIVE DATE
5-8-03

FILED
03 MAY -9 AM 9:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

WILLIAM L. THOMPSON, JR., P.A.
ATTORNEY AT LAW

1590 ISLAND LANE, SUITE 26
FLEMING ISLAND, FLORIDA 32003

TELEPHONE: (904) 269-4841
TELEFAX: (904) 269-9303
ELECTRONIC MAIL:
wlt.law@att.net

May 8, 2003

Via UPS Two Day Air

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Ventura Investments, Inc.

Dear Sir/Madam:

I have enclosed for filing the ARTICLES OF INCORPORATION of VENTURA INVESTMENTS, INC. Please return a certified copy of the Articles to this office. I also have enclosed my firm check in the amount of \$78.75 representing the filing fee.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,



William L. Thompson, Jr.

WLT/cbm
Enclosures

**ARTICLES OF INCORPORATION
OF
VENTURA INVESTMENTS, INC.**

ARTICLE I

NAME

The name of this corporation is "Ventura Investments, Inc."

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of investment valuation and engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

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TALLAHASSEE FLORIDA

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ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing at the execution of these Articles.

ARTICLE V

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the business of the corporation shall be 1590 Island Lane, Suite 26, Fleming Island, Florida 32003. The mailing address of the corporation is 1590 Island Lane, Suite 26, Fleming Island, Florida 32003. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1590 Island Lane, Suite 26, Fleming Island, Florida 320223, and the name of the initial registered agent of this corporation at that address is: William L. Thompson, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VII
INCORPORATOR

The name and address of the incorporators of this corporation are:

NAME

ADDRESS

William L. Thompson, Jr.

1590 Island Lane, Suite 26
Fleming Island, FL 32003

ARTICLE VIII
BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 8th day of May, 2003.

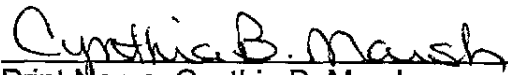


WILLIAM L. THOMPSON, JR. (SEAL)

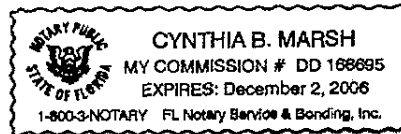
STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 8th day of May, 2003, by William L. Thompson, Jr., who [] is personally known to me or [] who has produced _____ as identification and who did not take an oath.

(SEAL)



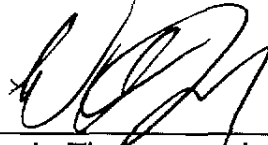
Print Name: Cynthia B. Marsh
Notary Public, State of Florida



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
VENTURA INVESTMENTS, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon VENTURA INVESTMENTS, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1590 Island Lane, Suite 26, Fleming Island, Florida 32003.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Clay County, Florida, on this 1 day of May, 2003.



William L. Thompson, Jr.
Registered Agent

FILED
03 MAY -9 AM 9:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA