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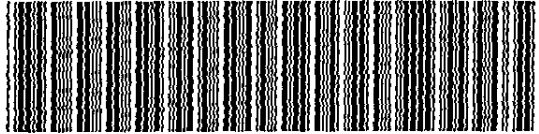
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FILED
2003 MAY 27 PM 4:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

for
6/3/03

ARTICLES OF INCORPORATION
OF
VENICE AVENUE VENTURES, INC.

FILED

2003 MAY 27 PM 4:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be VENICE AVENUE VENTURES, INC., The principal address of this corporation is 556 Ocean Trail, Corolla, NC 27927.

ARTICLE II - BUSINESS AND ACTIVITIES

This corporation may, and is authorized to, engage in any business as permitted under the laws of the United States of America and the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of NONE per share.

ARTICLE IV - TERM OF EXISTENCE

The effective date upon which this corporation shall come into existence shall be upon acceptance by the Florida Office of Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office is 400 Madison Drive, Suite 250, Sarasota, FL 34236, Sarasota, FL 34231. The name of the initial registered agent of this corporation is BRADLEY W. LANG.

ARTICLE VI - DIRECTORS

A. The initial number of directors of this corporation shall be ONE (1).

B. The number of directors of this corporation may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive compensation for their services, if any, as may be set out by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors attending meetings of the board of directors.

D. Nothing in this article shall be construed to preclude the directors from serving this corporation in any other capacity and receiving compensation therefrom.

E. The names and street addresses of the initial board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name:</u>	<u>Street Address:</u>
DALE D. ARCULUS	556 Ocean Drive Corolla, NC 27927

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for cause deemed sufficient by the shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation, or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, that any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII - INCORPORATOR

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

Name: _____ **Street Address:** _____

BRADLEY W. LANG

400 Madison Drive, Suite 250
Sarasota, FL 34236

ARTICLE VIII - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of the corporation.

ARTICLE IX - AMENDMENT TO ARTICLES

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles or incorporation be made.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the board of directors which are inconsistent with bylaws adopted by the shareholders shall be void, and the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 22nd day of May, 2003.

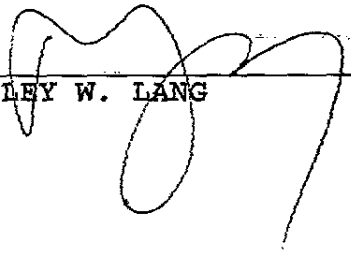


Bradley W. Lang

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process of VENICE AVENUE VENTURES, INC. at 400 Madison Drive, Suite 250, Sarasota, FL 34236, as designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

The undersigned has executed this Acceptance of Registered Agent on this 22nd day of May, 2003



BRADLEY W. LANG

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