Electronic Filing Cover Sheet

Public Access System

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000297910 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.

Doing so will generate another cover sheet.

tor

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : HI-TECH ACCOUNTING GROUP

Account Number : 072100000416
Phone : (305)477-2234
Fax Number : (305)477-4177

FLORIDA PROFIT CORPORATION OR P.A.

Vencres International Corp.

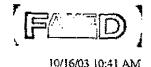
| Cortificate of Status | 0 |
|-----------------------|---------|
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

03 OCT 20 PM 1: 10
SECRETARY OF STATE
AND ANASSEE, FLORIDA

Electronic Filing Manua

Corporate Filing

Public Access Help



1 of 1



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 17, 2003

HI-TECH ACCOUNTING GROUP

SUBJECT: VENCRES INTERNATIONAL CORP.

REF: W03000030110

We received your electronically transmitted document. However, the document has not been filed. Flease make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please verify the corporate address.,

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight Document Specialist New Filings Section FAX Aud. #: H03000297910 Letter Number: 103A00056737

ARTICLES OF INCORPORATION

OF

VENCRES INTERNATIONAL CORP.

ARTICLE I -Name

The name of this corporation is Veneres International Corp.

ARTICLE II - Nature of Business

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE III- Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of one dollar (\$ 1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

FILED OCT 20 PM 1: 1 CRETARY OF STATE TANASSEE ET ABIN

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is

6955 N.W. 82nd Ave. Miami, FL 33166-2766 and the name of the initial registered agent of this corporation at that address is José L. Villaverde.

#0310 P.004/007

H03000297910

ARTICLE VI - Initial Board of Directors

This corporation shall have four directors 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 names and addresses of the initial directors of this corporation are:

> Odilia C. de Blanco Avc. 3, Residencia Angelina Apt. 2-B, Montalbán III Caracas, Venezuela

Alejandro R. Blanco Ave. 3, Residencia Angelina Apt, 2-B, Montalbán III Caracas, Venezuela

Miguel B. Blanco Ave. 3, Residencia Angelina Apt. 2-B, Montalbán III Caracas, Venezuela

Miguel O. Blanco Ave. 3, Residencia Angelina Apt, 2-B, Montalbán III Caracas, Venezuela

All of the said directors are of full age.

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT:

Odilia C. de Blanco

Ave. 3 Residencia Angelina Apt. 2-B, Montalbán III Caracas, Venezuela

VICE PRESIDENT: Miguel B. Blanco

Ave. 3 Residencia Angelina Apt. 2-B, Montalbán III Caracas, Venezuela

TREASURER:

Alejandro R. Blanco

Ave. 3 Residencia Angelina Apt. 2-B, Montalbán III Caracas, Venezuela

SECRETARY:

Miguel O. Blanco

Ave. 3 Residencia Angelina Apt. 2-B, Montalbán III Caracas, Venezuela

H03000297910

H03000297910

ARTICLE VIII- Incorporator

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

José L. Villaverde 6955 N.W. 82nd Ave. Miami, FL 33166

ARTICLE IX - Distribution

The name and address of each stock subscriber, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid are as follows:

| NAME | ADDRESS | SHARE |
|---------------------|---|------------------------|
| Odilia C. de Blanco | Ave. 3 Residencia Angelina Apt. 2-B, Montalbán III Caracas, Venezuela | 350 Shares \$350.00 |
| Miguel B. Blanco | Ave. 3 Residencia Angelina Apt. 2-B, Montalbán III Caracas, Venezuela | 350 Shares \$350.00 |
| Alejandro R. Blanco | Ave. 3 Residencia Angelina Apt. 2-B, Montalban III Caracas, Venezuela | 350 Shares \$350.00 |
| Miguel O. Blanco | Ave. 3 Residencia Angelina Apt. 2-B, Montalbán III Caracas, Venezuela | 350 Shares \$350.00 |

ARTICLE X -Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

H03000297910

ARTICLE XI - Amendment

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 stockholders, and

approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the

directors and all the stockholders sign a written statement manifesting their intention that a certain

amendment of these Articles of Incorporation be made.

ARTICLES XII - Principal Place of Business

The principal place of business or mailing address of this corporation is

6955 N.W. 82nd Ave.

Miami, FL 33166-2766

H03000297910

ARTICLE XIII - Register Agent Acceptance

Having been name as registered agent and to accept service of process for the above stated 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 status 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of October , 2003.

INCORPORATOR

REGISTERED AGENT

PILED

03 OCT 20 PM 1: 10

SECRETARY OF STATE 00002979

TALLAHASSEE, FI ORIDA 03