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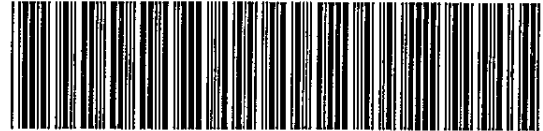
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

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***The Cortés Law Group, P.A.***  
***Attorneys and Counselors at Law***

*Offices in Kissimmee, Florida  
and Caracas, Venezuela*

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October 15, 2003

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Venbor Financial Group, Inc.  
Filing of Articles of Incorporation

Dear Sir or Madame:

Enclosed please find the original and one (1) copy of the articles of incorporation for Venbor Financial Group, Inc. Said articles are accompanied by check no. 1643, in the amount of \$87.50, representing the amount required for filing fees, designation of registered agent, a certified copy, and a Certificate of Status.

If you need further information, do not hesitate to contact me.

Sincerely,



Hernán Cortés Rodríguez, Esq.  
President

Copy: File

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3501 W. Vine Street (U.S. 192), Suite 280, Kissimmee, FL 34741  
Telephone (407) 933-4544 Facsimile (407) 933-8755  
E-Mail: [corteslaw@earthlink.net](mailto:corteslaw@earthlink.net)

*Serving Florida and Venezuela since 2003!*

**ARTICLES OF INCORPORATION**

**OF**

**VENBOR FINANCIAL GROUP, INC.**

FILED  
03 OCT 20 PM 4: 04  
SECRETARY OF STATE  
TALLAHASSEE, FL 32310

**ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS**

The name of this corporation is VENBOR FINANCIAL GROUP and its principal place of business shall be located at 3501 W. Vine Street, Suite 279, Kissimmee, FL 34741.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

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

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation 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 3501 W. Vine Street, Suite 280, Kissimmee, FL 34741, and the name of the initial registered agent of this corporation at that address is Hernán Cortés Rodríguez, Esq.

**ARTICLE VII - DIRECTORS**

Initially, this corporation shall have THREE ( 3 ) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this

corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors is as follows:

<u>Name</u>	<u>Address</u>
Hernán Cortés Rodríguez, Esq.	309 Alegriano Court Poinciana, FL 34758
Elisa C. Silén	4128 Vista Lago Circle #204 Kissimmee, FL 34741
Pedro L. Alonso	4124 Lake Underhill Rd. #107 Orlando FL 32803

#### **ARTICLE VIII - OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
Hernán Cortés Rodríguez, Esq. President	309 Alegriano Court Poinciana, FL 34758
Pedro L. Alonso Vice-President/Treasurer	4124 Lake Underhill Rd. #107 Orlando FL 32803
Elisa C. Silén Secretary	4128 Vista Lago Circle #204 Kissimmee, FL 34741

#### **ARTICLE IX - INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
Hernán Cortés Rodríguez, Esq.	309 Alegriano Court Poinciana, FL 34758

#### **ARTICLE X - INDEMNIFICATION**

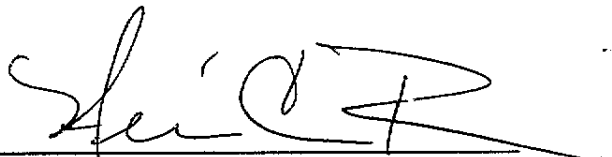
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: October 15, 2003.

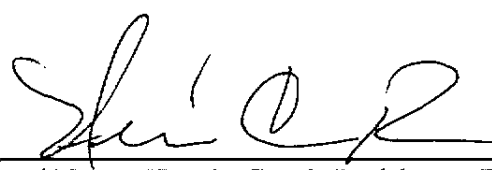
By   
Printed Name Hernán Cortés Rodríguez, Esq.  
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that *VENBOR FINANCIAL GROUP, INC.*, desiring to organize or qualify under the laws of the State of Florida, has named Hernán Cortés Rodríguez, Esq., located at 3501 W. Vine Street, Suite 280, Kissimmee, FL 34741, as its agent to accept service of process within Florida.

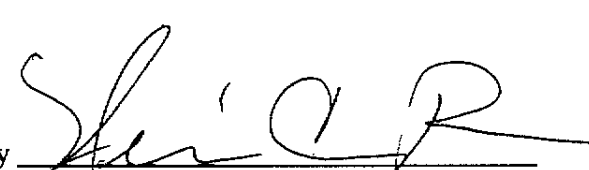
Dated: October 15, 2003.

By   
Printed Name: Hernán Cortés Rodríguez, Esq.  
Incorporator

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes 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.

Dated: October 15, 2003.

By   
Printed Name Hernán Cortés Rodríguez, Esq.  
Registered Agent