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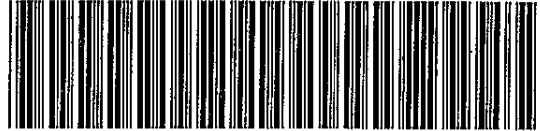
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2000 Glades Road ♦ Suite 410 ♦ Boca Raton, FL 33431  
PHONE: (561) 393-9733 ♦ FAX: (561) 393-8770 ♦ Email: [ahalle@stollgrublaw.com](mailto:ahalle@stollgrublaw.com)  
[www.stollgrublaw.com](http://www.stollgrublaw.com)

MARC D. STOLLMAN  
JEFFREY S. GRUBMAN  
APRIL I. HALLE  
NORMAN STOLLMAN (1938-1996)

January 16, 2004

**VIA FEDERAL EXPRESS**

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

Re: Venture Source, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation ("Articles") for the above-named entity as well as our check in the amount of \$78.75, which amount represents the filing fee for the Articles and the return of a certified copy of the filed Articles to our office.

If you have questions regarding the foregoing, please do not hesitate to contact me.

Sincerely,



Taryn Rabin  
Legal Assistant

Enclosures

**ARTICLES OF INCORPORATION  
OF**

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**VENTURE SOURCE, INC.**

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

The name of this corporation is VENTURE SOURCE, INC. and its principal place of business shall be located at 2928 N.W. 46<sup>th</sup> Street, Fort Lauderdale, FL 33309.

**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 (\$0.001) 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 Stollman & Grubman, P.A., 2000 Glades Road, Suite 410, Boca Raton, FL 33431, and the name of the initial registered agent of this corporation at that address is April I. Halle, Esq.

**ARTICLE VII - DIRECTORS**

Initially, this corporation shall have one (1) director who shall serve until his 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 director is as follows:

<u>Name</u>	<u>Address</u>
Lawrence Schwartz	2928 N.W. 46 <sup>th</sup> Street Fort Lauderdale, FL 33309

#### **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>
Lawrence Schwartz, President	2928 N.W. 46 <sup>th</sup> Street Fort Lauderdale, FL 33309

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

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

<u>Name</u>	<u>Address</u>
Lawrence Schwartz, President	2928 N.W. 46 <sup>th</sup> Street Fort Lauderdale, FL 33309

#### **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).

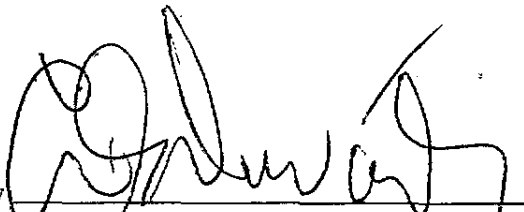
#### **ARTICLE XI - AMENDMENT**

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.

shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 01/14/04, 2004.

By   
LAWRENCE SCHWARTZ, Incorporator

01/14/04

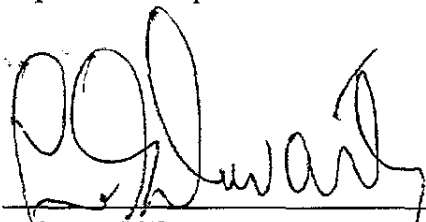
**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

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04 JAN 20 PM 1:50

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

First, that VENTURE SOURCE, INC., desiring to organize or qualify under the laws of the State of Florida, has named April I. Halle, located at Stollman & Grubman, P.A., 2000 Glades Road, Suite 410, Boca Raton, FL 33431, as its agent to accept service of process within Florida.

Dated: 01/14/04, 2004.

By   
LAWRENCE SCHWARTZ, 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: \_\_\_\_\_, 2004.

By   
APRIL I. HALLE, Registered Agent