

MAR-24-2004 WED 03:55 PM Murai Wald Biondo

FAX NO. 305 358 9490

P. 01/0

Division of Corporations

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Division of Corporations
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From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

VENIM INVESTMENT, INC

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

VENIM INVESTMENT, INC

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **VENIM INVESTMENT, INC.**

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

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

THIS INSTRUMENT PREPARED BY:

Maria Victoria Currais, Esq.

FL Bar #: 0115517

Murai Wald Biondo Moreno & Brochin, P.A.

25 Southeast Second Avenue, Suite 900

Miami, Florida 33131

(305) 358-5900

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 2307 Douglas Road, Suite 501, Miami, Florida 33145 and the name of the initial registered agent of this corporation at that address is Topina Zingg. The Principal Office and/or mailing address will be the same as the Registered Office.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Murai, Wald, Biondo, Moreno & Brochin, P.A., 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

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ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of March, 2004.

Murai, Wald, Biondo, Moreno & Brochin,
P.A., Incorporator

By:

Cristina Echarate Brochin
Name: Cristina Echarate Brochin
Title: Vice-President

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CERTIFICATE OF REGISTERED AGENT
OF
VENIM INVESTMENT, INC.

Pursuant to Fla. Stat. '607.0501 the following is submitted:

That VENIM INVESTMENT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Miami-Dade, State of Florida, has named Topina Zingg, located at 2307 Douglas Road, Suite 501, Miami, Florida 33145, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this ____ day of March, 2004.

By: Topina Zingg
Topina Zingg

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