

P04000057819

(Requestor's Name)

First Union Desiners Engineers
& Consultants Inc.
914 st. Clair Ave, West
Ste 205
Toronto, Ontario
M6C 1C6

(City/State/Zip/Phone #)

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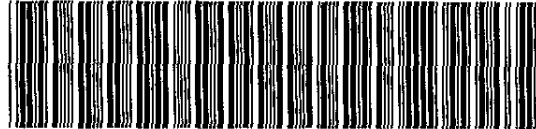
(Business Entity Name)

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FIRST UNION *Designers Engineers & Consultants Inc.*

ARCHITECTURE

PLANNING

ENGINEERING

CONSULTING

GIUSEPPE DiMARCO

M. Arch, UP Assoc. RAIC. AIA.

Certified ADR, NFPA, CBCCI

a Commissioner, etc.,

914 ST. CLAIR AVE. W., SUITE 205, TORONTO, ON M6C 1C6
TEL: 416-516-6662 • FAX: 416-516-6665 • TOLL FREE: 1-800-328-9002

LITIGATION SUPPORT SERVICES FOR:

PROVINCIAL OFFENCES
MUNICIPAL OFFENCES
ONTARIO BUILDING CODE ACT
FIRE MARSHALS ACT
MUNICIPAL ACT
ENVIRONMENTAL PROTECTION ACT
LIQUOR LICENCE ACT
PLANNING ACT
CONSTRUCTION LIEN ACT
PUBLIC UTILITIES ACT

CONSULTING SERVICES

COMMITTEE OF ADJUSTMENT
ONTARIO MUNICIPAL BOARD
ASSESSMENT REVIEW COURT
PROPERTY TAX ASSESSMENT
RADON TESTING
HISTORICAL SITE INVESTIGATION
PROPERTY TAX ASSESSMENTS
ENVIRONMENTAL PHASE I & II
FIRE RETROFIT REPORTS
BUILDING DAMAGE REPORTS
HOME INSPECTION REPORTS



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 20, 2004

FIRST UNION DESIGNERS ENGINEERS & CONSULTANTS INC.
914 ST CLAIR AVE WEST
STE 205
TORONTO, ONTARIO, M6C-1C6

SUBJECT: VENDROV HOLDINGS INC.
Ref. Number: W04000011270

We have received your document for VENDROV HOLDINGS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Examiner
New Filings Section

Letter Number: 604A00018555

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FILING OFFICE

**ARTICLES OF INCORATION
OF
VENDROV HOLDINGS INC.**

FILED
CLERK OF DISTRICT COURT
JAN 11-5 AM 8:33
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1- NAME

The name of the Corporation is **VENDROV HOLDINGS INC.**, (hereinafter, "Corporation").

ARTICLE 2- PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1727 Coachman Plaza Drive, Suite 205, Clearwater, Florida 33759 and mailing address is:

1727 Coachman Plaza Drive,
Suite 205, Clearwater, Florida 33759

ARTICLE 4- INCORPORATOR

The name and Street address of the incorporator of this Corporation is:

Giuseppe Di Marco
1727 Coachman Plaza Drive
Clearwater, Florida 33759

ARTICLE 5-OFFICERS

The officers of the Corporation shall be:

President:
Whose addresses shall be

Roman Vendrov
2625 State Road 590, #1024
Clearwater, Florida 33759

ARTICLE 6- DIRECTOR(S)

The Director (s) of the Corporation shall be:

Whose address shall be: NO

ARTICLE 7- CORPORT CAPITLIZATION

7.1 The maximum number of shares 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 the par value of **ONE DOLLAR (\$1.00)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting right on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of nay class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board if Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the right of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

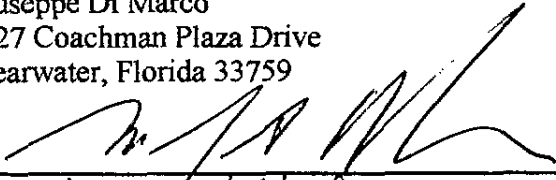
ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is:

Giuseppe Di Marco
1727 Coachman Plaza Drive
Clearwater, Florida 33759


I accept responsibilities for the CORPORATION

ARTICLE 13 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to, make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

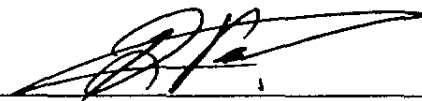
ARTICLE 14 – EFFECTIVE DATE

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

ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th, day of November, 2003



Roman Vendrov, President

Vice President