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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05/04/04--01054--005 \*\*78.75

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May 3, 2004

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Ventris Properties, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for Ventris Properties, Inc. Also enclosed is a check in the amount of \$78.75. Please file the Articles with the Secretary of State office, and return a certified copy of the Articles to me in the self-addressed, stamped envelope.

Very truly yours,

Jeffrey R. Jontz

JRJ/aec  
Enclosures

REVISED 4/29/04

ARTICLES OF INCORPORATION  
of  
VENTRIS PROPERTIES, INC.

04 MAY -4 PM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Ventriss Properties, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date that these Articles are filed.

ARTICLE III - PURPOSE

This corporation is organized to transact any and all lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office of the corporation shall be:

1138 Park North Place  
Winter Park, FL 32789

The corporation's mailing address shall be:

1138 Park North Place  
Winter Park, FL 32789

#### ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1138 Park North Place, Winter Park, FL 32789, and the name of the initial registered agent of this corporation at that address is Eric B. Jontz.

#### ARTICLE VIII - INCORPORATOR

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

Eric B. Jontz  
1138 Park North Place  
Winter Park, FL 32789

#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

#### ARTICLE X - DIRECTORS AND OFFICERS

A. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The name and address of the initial directors of this corporation are:

Eric B. Jontz  
1138 Park North Place  
Winter Park, FL 32789

B. The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.


#### ARTICLE XI - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII - AMENDMENT

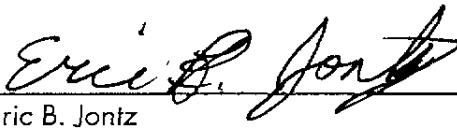
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 3<sup>rd</sup> day of May, 2004.

  
Eric B. Jontz

ACCEPTANCE 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 accept the appointment as registered agent and 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.

  
Eric B. Jontz

Date: 5/3/04

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE