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FLORIDA PROFIT CORPORATION OR P.A.

ventura way, inc.

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ARTICLES OF INCORPORATION

OF

VENTURA WAY, INC

ARTICLE I

The name of the corporation is VENTURA WAY, INC. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1420 Collins Avenue, Miami, Florida 33138.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 9551 SW 56 Court, County of Miami-Dade, State of Florida 33156 and the name of its initial registered agent at such office is Orlando J. Valdes.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the name and address of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

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Orlando J. Valdes, President/Director
9551 SW 56 Court
Miami, Florida 33156

Gladys Valdes, Vice-President/Director
9551 SW 56 Court
Miami, Florida 33156

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ARTICLE VII

The name of the Incorporator is Orlando J. Valdes and the address of the Incorporator is 9551 SW 56 Court, Miami, Florida 33156.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13 day of May, 2004.

Orlando J. Valdes
Orlando J. Valdes, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of VENTURA WAY, INC hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Orlando J. Valdes
Orlando J. Valdes
Agent for the Registered Agent

Dated: May 13, 2004

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