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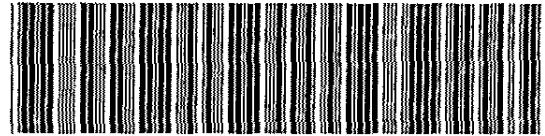
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Office Use Only

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W04-23635



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04 JUN 18 AM 11:07
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TALLAHASSEE, FLORIDA
FILED
2004 JUN 24 AM 11:24
DIVISION OF STATE
TALLAHASSEE, FLORIDA

18
6/24/04

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

3320 S.W. 87 AVENUE

MIAMI, FLORIDA (305)552-5973

2004 JUN 24 AM 11:24

DEPT. OF STATE
TALLAHASSEE FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VENCER CORPORATION
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

2004 JUN 24 AM 11:24

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

June 18, 2004

LAZARUS CORPORATE FILING SERVICE
3320 S.W. 87 AVENUE
MIAMI, FL

SUBJECT: VENCER CORPORATION
Ref. Number: W04000023635

We have received your document for VENCER CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 404A00040809

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

04 JUN 24 AM 10:54

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**ARTICLES OF INCORPORATION
OF
Vencer Corporation.**

FILED
2004 JUN 24 AM 11:24
CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Vencer Corporation.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The Corporation shall have a perpetual existence. The beginning of Corporate existence shall be the Date of the Filing.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value. The Corporation is authorized to have one class of stock designated as common stock. All the Common Stock, when issued, shall be fully paid and exempt from assessment.

The name of the Stockholders on record is:

SANDRA JACQUEMIN

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall have two(1) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in the By-Laws, but shall never be less than one (1).

The name and address of the initial Directors are:

NAME

ADDRESS

SANDRA JACQUEMIN

9101 S W 62nd Court
Miami, Fl. 33156

ARTICLE VI

OFFICERS

The name of the initial officers of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

PRESIDENT/TREASURER

SANDRA JACQUEMIN

VICE PRESIDENT

LUCIEN JACQUEMIN

ARTICLE VII

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 VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the Corporation is SANDRA JACQUEMIN, 555 N E 15TH Street, Second Floor, Miami, FL 33132.

ARTICLE IX

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is 555 N E 15TH Street, Second Floor, Miami, FL 33132.

ARTICLE X

LAWS

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 By-Laws 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 By-Laws.

ARTICLE XI

PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

All shares of stock are freely assignable, but no owner shall sell to one who is not a stockholder without first offering the stock for sale to the other stockholders at a price set by appraisers. If remaining stockholders don't elect to buy their shares, all outstanding shares should be sold to outsiders.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be several and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provisions 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 accordance with the provisions of the Florida General Corporation act.

ARTICLE XIV

INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of Incorporation is SANDRA JACQUEMIN, 9101 S W 62nd Court Miami, Florida 33156

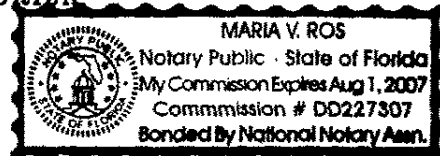
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 16 day of June 2004.

Sandra Jacquemin
SANDRA JACQUEMIN
State of Florida)
County of Miami Dade)

The foregoing instrument was acknowledged before me this 16 day of June 2004, by SANDRA JACQUEMIN who is personally known to me or who has produced _____ as identification and who did/did not take an oath, and who, as Incorporator(s), executed the foregoing Articles of Incorporation of Vencer Corporation. and acknowledged before me that he executed those Articles of Incorporation.

Maria V. Ros
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

OF

Vencer Corporation.

FILED
2004 JUN 24 AM 11:24
CLERK OF STATE
TALLAHASSEE FLORIDA

Pursuant to Sections 607.0501 and 607.0505 of the Florida Statutes, the following is submitted in compliance therewith:

That Vencer Corporation., desiring to organize under the laws of the State of Florida with its principal office at 9101 S W 62nd Court, Miami, FL 33156 has named SANDRA JACQUEMIN at ^{555 NE 15th St. 2nd Floor} ~~Miami, Florida 33132~~ County of Miami Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, SANDRA JACQUEMIN accepts to act in this capacity. SANDRA JACQUEMIN further agree to comply with the provisions of all statutes relating to the proper and complete performance of the duties, and is familiar with and accepts the obligations of the position as Registered Agent, including the obligations provided in Florida Statutes Section 607.0505(1995).

Dated this 16 day of June, 2004.

By: Sandra Jacquemin
SANDRA JACQUEMIN