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**FLORIDA PROFTT CORPORATION OR P.A.**

**VENVEST BALLARD, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**VENVEST BALLARD, INC.**

THE UNDERSIGNED, acting as sole Incorporator of **VENVEST BALLARD, INC.** (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

**ARTICLE 1**

**Name**

The name of the Corporation is: **VENVEST BALLARD, INC.**

**ARTICLE 2**

**Purpose**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3**

**Principal Office and Mailing Address**

The Principal Office address and mailing address of the Corporation is:

**2 N. Tamiami Trail, Suite 806  
Sarasota, Florida 34238**

The location of the Principal Office and the mailing address of the Corporation shall be subject to change as may be provided in the Bylaws.

**ARTICLE 4**

**Capital Stock**

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be voting Common Stock, designated "Common Stock":

**100,000 total shares at \$0.001 per value per share**

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Pursuant to Section 607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the Shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of Common Stock and determine the preferences, limitations, and relative rights thereof and (b) issue Common Stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA.

**ARTICLE 5**  
**Shareholder Action**

Except as otherwise required by the FBCA, an affirmative vote of greater than fifty percent (50%) of the shares of voting Common Stock of the Corporation issued and outstanding shall be required for any Shareholder action.

**ARTICLE 6**  
**Initial Registered Agent and Office**

The address of the Initial Registered Agent and Office of the Corporation:

A. J. Long  
2 N. Tamiami Trail, Suite 808  
Sarasota, Florida 34236

**ARTICLE 7**  
**Incorporator**

The name and address of the sole Incorporator of the Corporation is:

A. J. Long  
2 N. Tamiami Trail, Suite 808  
Sarasota, Florida 34236

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 12th day of January, 2005.

  
A. J. Long, Incorporator

HAVING BEEN NAMED as Registered Agent to accept service of process for the Corporation at the address designated in these Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent to act in this capacity this 12th day of January, 2005.

  
A. J. Long, Registered Agent

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