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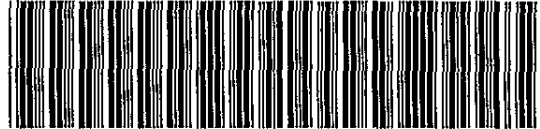
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DIVISION OF CERTIFICATION  
05 FEB 25 PM 3:06

02/25/05--01040--008 \*\*18.75

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Balwant Cheema, P.A.  
Certified Public Accountants  
4160 West 16<sup>th</sup> Avenue  
Suite 309  
Hialeah, Florida 33012

Phone: 305-698-1321  
Fax: 305-698-1329  
E-mail: [Taxsave4u@aol.com](mailto:Taxsave4u@aol.com)  
Web Site: [www.balcpa.com](http://www.balcpa.com)



February 22, 2005

REGISTRATION SECTION  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

## TRANSMITTAL LETTER

SUBJECT: VENEGON INVESTMENT CORPORATION

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter along with a copy of the filed Articles to the following address:

**Balwant Cheema**  
**Balwant Cheema, P.A.**  
**4160 West 16<sup>th</sup> Avenue**  
**Suite 309**  
**Hialeah, Fl 33012**

For further information concerning this matter, please call:

**Manuel D. Perez at 305-698-1321**

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DIVISION OF CORPORATION  
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## ARTICLES OF INCORPORATION

OF

### VENEGON INVESTMENT CORPORATION

The undersigned subscribers to these articles of incorporation, natural persons, competent to contract, hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

#### ARTICLE I NAME

The name of this corporation is: **VENEGON INVESTMENT CORPORATION**, (hereinafter, "Corporation").

#### ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be as follows: To engage in and carry on any activity or business permitted under the laws of the United States and the State of Florida, and to exercise all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder, and to do any and all of the things hereinbefore set forth as principal, agent or otherwise, either alone or in conjunction with others, and in any part of the world.

#### ARTICLE III PRINCIPAL OFFICE

The address of the principal office of this Corporation is 4160 West 16<sup>th</sup> Avenue, Suite 207, Hialeah, Florida 33012 and the mailing address is the same.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

#### ARTICLE IV INCORPORATOR

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

Manuel D. Perez  
4160 West 16<sup>th</sup> Avenue, Suite 309  
Hialeah, Florida 33012

**ARTICLE V  
TERMS OF EXISTENCE**

This Corporation shall have perpetual existence, unless dissolved sooner in accordance with the laws of the State of Florida.

**ARTICLE VI  
CAPITAL STOCK**

This corporation is authorized to issue **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock at **One (\$1.00) DOLLAR**, par value each, which shall be designated "**COMMON SHARES**".

**ARTICLE VII  
MINIMUM CAPITAL**

The amount of capital with which this Corporation shall begin business is not less than **ONE HUNDRED (\$100.00) DOLLARS**.

**ARTICLE VIII  
DIRECTOR (S)**

This Corporation shall have Three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders.

**ARTICLE IX  
INITIAL BOARD OF DIRECTORS**

The names of post office addresses of the members of the first Board of Directors, who subject to the provisions of the Certificate of Incorporation, by the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are:

Jose L. Gonzalez  
4160 West 16<sup>th</sup> Avenue  
Suite 207  
Hialeah, FL 33012

Jesus M. Gonzalez  
4160 West 16<sup>th</sup> Avenue  
Suite 207  
Hialeah, FL 33012

Mariela M. Chao  
4160 West 16<sup>th</sup> Avenue  
Suite 207  
Hialeah, FL 33012

## **ARTICLE X OFFICERS**

The officers of the corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have qualified are as follows:

President:	Jose L. Gonzalez
Vice President:	Jesus M. Gonzalez
Secretary:	Mariela M. Chao
Treasurer:	Jesus M. Gonzalez

## **ARTICLE XI AMENDMENT OF ARTICLES**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all the directors and majority of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made, in which event these Articles of Incorporation may be amended in such manner.

## **ARTICLE XII PRE-EMPTIVE RIGHTS**

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price of which it is offered to others.

## **ARTICLE XIII 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 laws or these Articles of Incorporation.

## **ARTICLE XIV 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.

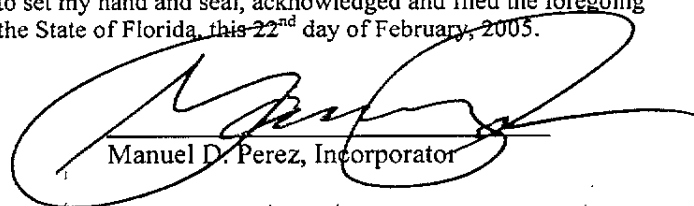
**ARTICLE XV**  
**BYLAWS**

The Board of Director(s) of the Corporation shall have the 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 or repeal of the Bylaws.

**ARTICLE XVI**  
**EFFECTIVE DATE**

The Articles of Incorporation shall be effective immediately upon approval of the Secretary of Florida.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22<sup>nd</sup> day of February, 2005.



Manuel D. Perez, Incorporator

**CERTIFICATE DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

The Pursuant to the provisions of section 607.0501, Florida Statutes the undersigned corporation, organized under the laws of the State of Florida, submits the following statement of designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

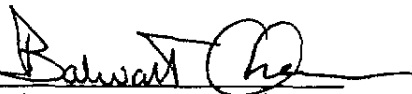
**VENEGON INVESTMENT CORPORATION**

2. The name and address of the registered agent and office is"

Balwant Cheema, P.A.  
4160 West 16<sup>th</sup> Avenue Suite 309  
Hialeah, FL 33012

Having been named as registered agent and to accept service of process the above stated corporation at the place designated in the 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.

Balwant Cheema, P.A.

By:   
Balwant Cheema, President

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