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05 APR 21 PM 2:49  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

CB 4-26

**TRANSMITTAL LETTER**

April 14, 2005

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: VENTURES WORLDWIDE CORPORATION

Enclosed are an original and one (1) copy of the articles of incorporation of the above-mentioned corporation and a check for \$78.75 for Filing Fee and Certified Copy.

FROM: Albert H. Shackleton  
14050 U.S. Highway One  
Juno Beach, FL 33408  
561-308-3119

**ARTICLES OF INCORPORATION**

**OF**

**VENTURES WORLDWIDE CORPORATION**

APPROVED  
AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation is: **VENTURES WORLDWIDE CORPORATION**

**ARTICLE II**

The period of duration of the corporation is perpetual.

**ARTICLE III**

The purpose or purposes for which the corporation is organized is to engage in any type of activity, within or without the United States, which is lawful under the laws of the United States and the State of Florida.

**ARTICLE IV**

The street address of the initial principal office of the corporation and the mailing address of the corporation is: 14050 U.S. Highway One, Juno Beach, FL 33408.

**ARTICLE V**

The total authorized capital stock of this Corporation shall consist of One Hundred Million (100,000,000) shares of voting common stock, having a par value of \$.001 each, amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00). All stock when issued shall be fully paid for and shall be nonassessable and shares of the Corporation are not to be divided into classes.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property,

or in shares of the capital stock of the corporation. In any event, dividends on the common stock of this corporation shall have no cumulative rights whatsoever and dividends will not accumulate if the Directors do not declare dividends, whether or not there is a surplus available to the Board of Directors for the payment of dividends.

Each shareholder of this corporation shall have one vote per share of issued and outstanding shares.

#### **ARTICLE VI**

The street address of the initial registered office of this Corporation is 14050 U.S. Highway One, Juno Beach, FL 33408. The initial registered agent of this corporation is: **Albert H. Shackleton.**

#### **ARTICLE VII**

This Corporation shall have not more than seven (7) Directors, under such terms and conditions as shall be specified in the By-laws.

#### **ARTICLE VIII**

The name and address of the person signing these Articles as the incorporator is:

Albert H. Shackleton  
14050 U. S. Highway One  
Juno Beach, FL 33408

#### **ARTICLE IX**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

**ARTICLE X**

The Shareholders of this corporation shall not have preemptive rights to acquire the corporation's unissued shares.

**ARTICLE XI**

The shareholders shall have the absolute power to adopt, amend, alter, change or appeal these Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the issued and outstanding common stock.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 14th day of April 2005.

  
**ALBERT H. SHACKLETON  
INCORPORATOR**

APPROVED  
AND  
FILED

05 APR 21 PM 2:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

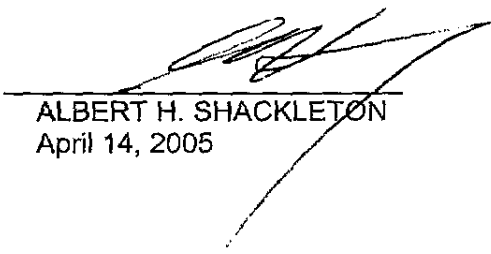
1. The name of the corporation is:

VENTURES WORLDWIDE CORPORATION

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

ALBERT H. SHACKLETON  
14050 U. S. Highway One  
Juno Beach, FL 33408

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.

  
ALBERT H. SHACKLETON  
April 14, 2005