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06 MAR 17 AM 11:48
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DIVISION OF CORPORATIONS
FLORIDA

W06-12752

B. McKnight MAR 20 2006

**LAZARUS
CORPORATE FILING SERVICE**

3320 SW 87TH AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

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

1. VENEBUILDERS & INVESTMENTS, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

OS MAR 17 11:10:36
DIVISION OF CORPORATIONS

March 16, 2006

LAZARUS

SUBJECT: VENEBUILDERS & INVESTEMENTS, INC.
Ref. Number: W06000012752

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

It appears the filing submitted has a typographical error in the entity name. Please verify this name and all other information contained in the filing and resubmit it for processing.

The name of the entity must be identical throughout the 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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 906A00018046

**ARTICLES OF INCORPORATION
OF**

VENEBUILDERS & INVESTMENTS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

VENEBUILDERS & INVESTMENTS, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under laws of the United States and this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of Common Stock with par value of \$1.00 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital Stock may be paid by money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is not less than One Thousand Dollars (\$1,000.00).

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
06 MAR 17 AM 11:42

ARTICLE V – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI – INITIAL STREET ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is:

18390 NE 30 Avenue, Aventura - Florida 33160

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII – DIRECTORS

This corporation shall have _____ Director/s. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, Directors need not be stockholders.

In order to induce officers or directors of the corporation to serve or continue to serve as such, the corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability; provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be

affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there to authorize an such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VIII – INITIAL DIRECTORS

The name and addresses of the members of the first Board of Directors:

Name	Address
Manuel Coello	18390 NE 30 Avenue, Aventura - Florida 33160

ARTICLE IX – SUBSCRIBERS

The name and the post office address of each subscriber of these Articles of Incorporation are:

Name	Address
Manuel Coello	18390 NE 30 Avenue, Aventura - Florida 33160

ARTICLE X – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

ARTICLE XI – CALLING OF SPECIAL MEETINGS

Special Meetings of Stockholders may be called by a majority of the stockholders.

ARTICLE XII – STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

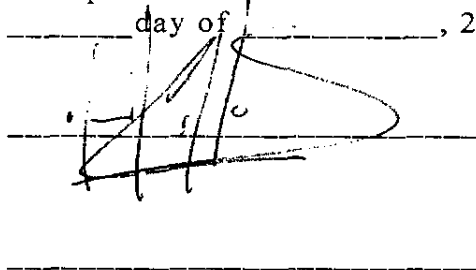
ARTICLE XIII – AMENDMENT

These 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 the stockholders and approved at a stockholders' meeting by the majority of the stock entitled to vote thereon.

ARTICLE XIV – DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be upon filing hereof in the office of the Secretary of State.

IN WITNESS WHEREOF, the subscriber(s) of the Articles of Incorporation has hereunto set _____ had(s) and seal(s) this
_____ day of _____, 20____.

A handwritten signature in dark ink, appearing to be "J. S. [unclear]", is written over a horizontal line. Below this line is another horizontal line, and further down is a dashed horizontal line.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE

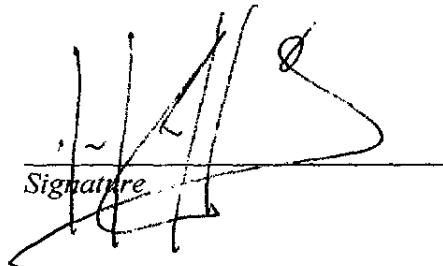
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTE,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the corporation is: VENEBUILDERS & INVESTMENTS, INC.
2. The name and address of the registered agent and office is:

Manuel Coello

18390 NE 30 Avenue, Aventura - Florida 33160

*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.*


Signature

Date

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