

Division of Corporations

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Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : METRO BUSINESS SOLUTIONS, INC.
Account Number : I20060000175
Phone : (239)466-8600
Fax Number : (239)275-0865

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

VENUS SPECIALTY, CORP.

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Articles of Incorporation for

Venus Specialty, Corp.

The undersigned Incorporator, hereby forms a Florida profit corporation, under the laws of CHAPTER 607 of the Florida Statutes.

Article I – Name of the Corporation:

The name of the corporation shall be **Venus Specialty, Corp.**

Article II – Place of Business:

The principal office of this corporation shall be at **1417 N.E. 6th Place, Cape Coral, FL 33909-1354, Lee County.** The mailing address of this corporation shall be the same.

Article III – Purpose and Nature of Business:

This corporation may engage or transact in any or all lawful activities or businesses permitted under the laws of the United States of America, the State of Florida, or any other State, County, territory of Nation where permitted.

Article IV – Capital Stock and Shares:

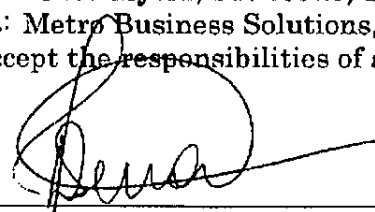
The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having one dollar (\$ 1.00) value per share.

Article V – Registered Agent Name and Address:

The street address of the initial registered agent of this corporation is **3940 Metro Parkway Suite 105, in the City of Fort Myers, FL 33916, Lee County** and the name of the registered agent is: **Metro Business Solutions, Inc.**

I certify that I am familiar with and accept the responsibilities of a registered agent.

Registered Agent Signature:



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Article VI – Name and Address of Incorporator:

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

Metro Business Solutions, Inc. **3940 Metro Parkway, Suite 105**
Juciane Sena - Incorporator **Fort Myers, FL 33916**

Article VII – Officers and Directors:

All corporate power shall be exercised by or under the authority of **Venus Specialty, Corp.**, and the business and affairs of the corporation managed under the direction of its Board of Directors, subjected to any and all limitations set forth in these Articles of Incorporation. This corporation shall have one (1) director initially. The number of directors may be either increased or decreased in the manner provided by law, but shall never be less than one (1). The name(s) and address(es) of the initial officer(s) and/or director(s) of the corporation who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed by the board are:

Araken Fernandes Jr. **1417 N.E. 6th Place**
President **Cape Coral, FL 33909-1354**

Article VIII – Bylaws Amendment:

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested on the Board of Directors and the Shareholders.

Article IX – Indemnification:

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officers or directors, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

Article X – Informal Action of Directors:

If the majority of the directors severally or collectively consents in writing to any action taken or to be taken by the corporation, and the writing evidencing their consent are filed with the secretary or the corporation, the



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action shall be as valid as though it had been authorized at the meeting of the board of directors.

Article XI – Pre-Emptive Rights:

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issued shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by the affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article XII – Director Conflict of Interest:

- a. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, which one or more of its directors are director or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his/hers their votes are accounted for such purpose.
 1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director, or directors; or
 2. If such common directorship, officership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by the vote of the shareholders; or
 3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee, or the shareholders.

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- b. Common or interest directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

Article XIII – Informal Action of Shareholders:

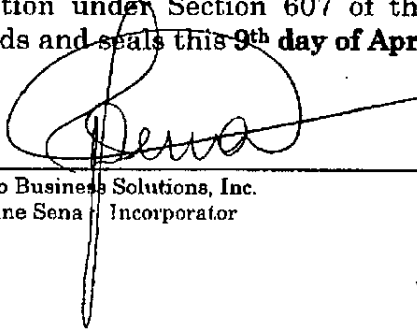
Any action of shareholders may be taken without a meeting of consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

Article XIV – Effective Date of Incorporation:

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Acceptance of Registered Agent Designation in the Articles of Incorporation:

In witness whereof, the undersigned being the original subscriber to the capital stock herein for the above named corporation, and for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are all true and due agree to take the number of shares herein above set forth. Registered agent is familiar with and accepts the obligations of the position under Section 607 of the Florida Statutes, and hereunto set our hands and seals this 9th day of April, 2007.



Metro Business Solutions, Inc.
Juciane Sena Incorporator

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 TALLAHASSEE, FLORIDA

