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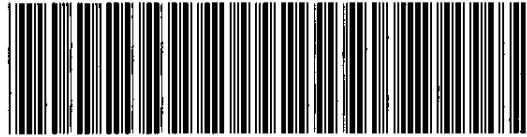
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TALLAHASSEE, FLORIDA

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110-26444 V/H

# SHUMAKER

Shumaker, Loop & Kendrick, LLP

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June 23, 2010

**VIA FEDERAL EXPRESS**

Valerie Herring  
Regulatory Specialist II  
New Filing Section  
Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

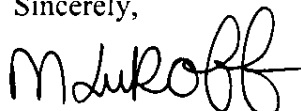
Re: Reference Number W10000026114

Dear Ms. Herring:

Please find enclosed for filing the original and one copy of the Articles of Incorporation for Venus Operations, Inc. together with your letter dated May 28, 2010.

Thank you in advance for your time and consideration. Please do not hesitate to contact me if you have any questions.

Sincerely,



Meredith D. Lukoff

MDL/gad  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 28, 2010

MEREDITH D. LUKOFF  
BANK OF AMERICA PLAZA  
101 EAST KENNEDY BOULEVARD, SUITE 2800  
TAMPA, FL 33602

SUBJECT: VENUS HOLDING COMPANY  
Ref. Number: W10000026114

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the corrected 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) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 010A00013540

**ARTICLES OF INCORPORATION  
OF  
VENUS OPERATIONS, INC.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, and other laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be Venus Operations, Inc.

**ARTICLE II**

**TERM OF EXISTENCE**

The duration of this Corporation shall be perpetual until dissolved according to law.

**ARTICLE III**

**CORPORATE PURPOSES**

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

**ARTICLE IV**

**CAPITAL STRUCTURE**

The maximum number of shares of stock that this Corporation is authorized to issue at any one time is 100 shares of common stock, having a par value of \$1.00 per share. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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TALLAHASSEE, FLORIDA

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**ARTICLE V**

**INITIAL REGISTERED AGENT**

The initial registered agent of this Corporation shall be Ronald A. Christaldi. The street address of the initial registered agent of this Corporation shall be Shumaker, Loop & Kendrick, LLP, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

**ARTICLE VI**

**PRINCIPAL OFFICE**

The mailing address of the principal office of the Corporation is Post Office Box 15348, Sarasota, Florida 34277. The street address of the principal office of the Corporation is 3135 Dawson Street, Sarasota, Florida 34239.

**ARTICLE VII**

**BOARD OF DIRECTORS**

There shall be a Board of Directors for this Corporation which shall consist of not less than one (1) director. Except for the number constituting the initial Board of Directors, the election of directors shall be decided by majority vote of the shareholders.

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The name and street address of the member of the initial Board of Directors of this Corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his or her successor is elected and qualified, or until his or her resignation, removal from office, or death is:

Name:

Mindy Clarke

Address:

993 E. Moorhead Circle, Apt. 2K  
Boulder, Colorado 80305

**ARTICLE IX**

**VOTING**

The method of voting on corporate matters shall be as set forth in the Bylaws.

**ARTICLE X**

**INCORPORATOR**

The name and street address of the incorporator is:

Mindy Clarke  
993 E. Moorhead Circle, Apt. 2K  
Boulder, Colorado 80305

**ARTICLE XI**

**BYLAWS**

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

**ARTICLE XII**

**INDEMNIFICATION**

The Corporation may indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII**

**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation or any provision herein may be amended, changed or repealed at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 22<sup>nd</sup> day of June, 2010.

  
Mindy Clarke  
as INCORPORATOR

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Registered Agent-Ronald A. Christal

6/23/10  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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