

00500001828

DIVERSIFIED CAPITAL CORPORATION

#701, 8701 Estero Blvd.,
Fort Myers Beach, Florida 33937

RECEIVED
FEB 14 1995
9:26 AM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

February 14, 1995

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

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-02/20/95--01100--026
****122.50 ****122.50

Gentlemen:

Enclosed you will find the articles of incorporation for

DIVERSIFIED CAPITAL CORPORATION
VENTURE

along with a check for \$ 122.50 covering the filing fees.
Should you have any questions regarding this matter,
please don't hesitate to contact me.

Very truly yours,

Sidney A. Thompson

445-3976

2/1/95
TS



FLORIDA DEPARTMENT OF STATE
Sandra B. Martínez
Secretary of State

February 21, 1995

SIDNEY A. THOMPSON
8701 ESTERO BLVD.
STE. 701
FORT MYERS, FL

SUBJECT: DIVERSIFIED CAPITAL CORPORATION
Ref. Number: W95000003976

We have received your document for DIVERSIFIED CAPITAL CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 995A00007859

ARTICLES OF INCORPORATION
OF
VENTURE CAPITAL CORPORATION

1955 MAR 3 AM 9:26
CITY OF
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Venture Capital Corporation.

Article II - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article - III - Capital Stock

This corporation is authorized to issue 5,000,000 shares of common stock without par value.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Registered Office and Agent and Principal Office

The street address of the initial registered office of this corporation is #701, 8701 Estero Blvd., Ft. Myers Beach, FL 33931, and the name of the initial registered agent of this corporation at that address is Sidney A Thompson. The Corporation's Principal Office shall also be #701, 8701 Estero Blvd., Ft. Myers Beach, FL 33931.

The undersigned, Sidney A. Thompson does hereby accept the duties and responsibilities as registered agent for Venture Capital Corporation.

Article VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The names and addresses of the initial directors of this corporation who shall hold office unless otherwise provided in the duly adopted by-laws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sidney A. Thompson	#701 8701 Estero Blvd. Fort Myers Beach, FL 33931

Article VII - Initial Officers

The names and post office addresses of the President, Secretary, and Treasurer who shall hold office for the first year of existence of the corporation or until their successors are elected to pursuant to the corporate by-laws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sidney A Thompson President, Secretary and Treasurer	#701 8701 Estero Blvd. Fort Myers, FL 33931

Article VIII - Incorporators

The names and addresses of the persons signing these articles as subscribers to the corporation, together with the number of shares each agrees to take, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Sidney A. Thompson	#701 8701 Estero Blvd. Fort Myers Beach FL, 33931	1000

Article I - By-laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

Article XI - Indemnification

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

Article XII - Compensation

The directors and all other officers of this corporation shall serve without compensation unless otherwise expressly provided by unanimous vote of the Board of Directors.

Article XIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed
Articles of Incorporation this 14th day of February, 1995.


Sidney A. Thompson

Sidney A. Thompson

**STATE OF FLORIDA
COUNTY OF LEE**

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared SIDNEY A. THOMPSON, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in Fort Myers, Lee County, Florida, this 14th day of February, 1995.

Charles H. Kros
Notary Public

Notary Public

My commission expires



CHARLES H. KNOX
MY COMMISSION # CC418300 EXPIRES
November 2, 1998
BONDED THRU TRUITY INSURANCE, INC.