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CAVEN, CLARK, RAY & TUCKER, P.A.  
ATTORNEYS AT LAW  
INDEPENDENT SQUARE  
ONE INDEPENDENT DRIVE-SUITE 3300  
JACKSONVILLE, FLORIDA 32202-5003

JOHN W. CAVEN, JR.  
ALLAN P. CLARK  
THOMAS R. RAY  
JOHN A. TUCKER  
CHARLES D. BENNETT, JR.

AREA CODE 904  
TELEPHONE 350-3705  
FAX 350-7190

April 28, 1995

Department of State  
Division of Corporations  
The Capitol of Tallahassee  
Tallahassee, FL 32304

100001470511  
-05/02/95--01058--014  
\*\*\*122.50 \*\*\*122.50

Re: Venture Capital Resources, Inc.

Gentlemen:

Enclosed are the originals and copies of the Articles of Incorporation and Acceptance by for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50, representing payment of the following:

Filing fees..... \$35.00  
Certified copy..... \$52.50  
Registered Agent designation. \$35.00

TOTAL \$122.50

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your courtesies in this matter.

Should you have any questions or comments, please contact me.

Ver truly yours,

CAVEN, CLARK, RAY & TUCKER, P.A.

*Ellen E. Spencer*

Ellen E. Spencer, Legal Secretary  
to Thomas R. Ray

TRR:ees  
Enclosure

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ARTICLES OF INCORPORATION

OF

VENTURE CAPITAL RESOURCES, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

FIRST: The name of this corporation is:

VENTURE CAPITAL RESOURCES, INC.

SECOND: The general nature of the business or businesses to be transacted is as follows:

To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, in this state.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

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To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the share of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell, and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Share of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To contract the debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other

instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: This corporation shall have authority, to be exercised by the Board of Directors, to issue not more than three hundred (300) shares of common stock at the par value of One Dollar (\$1.00) each.

FOURTH: The minimum amount of capital with which this corporation will begin business is One Hundred and No/100 Dollars (\$100).

FIFTH: This corporation is to have perpetual existence. Corporate existence shall be effective April 28, 1995.

SIXTH: The principal office of this corporation will be 2532 Park Street, Jacksonville, Florida 32204.

SEVENTH: The number of its directors shall not be less than two (2) but may be such greater number as may be elected by the stockholders from time to time.

EIGHTH: The names and addresses of the members of the first board of directors, who shall hold office for the first year of the

existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Sherma Katz	2532 Park Street Jacksonville, Florida 32204
Malcolm Luckin	2532 Park Street Jacksonville, Florida 32204

NINTH: The name and address of the subscriber of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESSES</u>
Sherma Katz	2532 Park Street Jacksonville, Florida 32204

TENTH: The street address of the initial registered office of this corporation is 2532 Park Street, Jacksonville, Florida 32204 and the name of the initial registered agent of this corporation at that address is Sherma Katz, 2532 Park Street, Jacksonville, Florida 32204.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or

any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its member and Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at

least majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its direction in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places and may be from time to time designated by the board of directors.

Any action of the stockholders of this corporation may be taken without a meeting pursuant to the procedure required by Florida law. Such action shall have the same force and effect as a vote of the stockholders at a meeting. Action taken by the board of directors of this corporation without meeting shall also nevertheless constitute board action, with the same force and

effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors whether done before or after the action so taken.

TWELFTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the original subscriber, does make, subscribe, acknowledge, and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 28th day of April, 1995.

Signed, sealed and delivered  
in the presence of:

Tammy Sembrano

Sherma Katz  
Sherma Katz



STATE OF FLORIDA

COUNTY OF DUVAL

BE IT REMEMBERED, that on this 28th day of April, 1995 personally came before me, Ellen Edgar Spencer, a Notary Public for the State of Florida, Sherma Katz, party to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledge the said articles to be the act and deed of the signer and that the facts therein stated are truly set forth and who did not take an oath.

GIVEN under my hand and seal of the office the day and year aforesaid.

Ellen Edgar Spencer  
Notary Public--State of Florida at Large

Ellen Edgar Spencer  
Printed Name of Notary

My Commission Expires:

ELLEN EDGAR SPENCER

MY COMMISSION # CC 407278

EXPIRES: September 14, 1998

Issued Thru Notary Public Underwriters

Commission No.

ACCEPTANCE OF REGISTERED AGENT

VENTURE CAPITAL RESOURCES, INC., A FLORIDA CORPORATION

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

*Sherma Katz*  
Sherma Katz  
2532 Park Street  
Jacksonville, Florida 32204

SECRET  
DIVISION  
STAMP  
01:10

Dated: April 28<sup>th</sup>, 1995

SWORN TO AND SUBSCRIBED BEFORE ME

This 28<sup>th</sup> day of April, 1995.

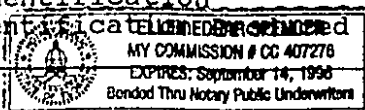
*Ellen E. Spencer*  
NOTARY PUBLIC, STATE OF FLORIDA

*Ellen Edgar Spencer*

PRINTED NAME OF NOTARY

My Commission Expires: \_\_\_\_\_

☒ Personally Known OR  
☐ Produced Identification  
☐ Type of Identification \_\_\_\_\_



k:\Ray\Venture\Article.Inc