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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
400 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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FROM: EMPIRE CORPORATE KIT COMPANY  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VEN AMERICA SALES CORPORATION  
FAX AUDIT NUMBER: H95000005335  
DATE REQUESTED: 05/11/1998  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 15:01:42  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

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ARTICLES OF INCORPORATION  
OF

VEN AMERICAN SALES CORPORATION

ARTICLE 1. CORPORATE NAME.

The name of this corporation is VEN AMERICAN SALES CORPORATION.

ARTICLE 2. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 1465 N.W. 97 Ave. Miami, Florida 33172

ARTICLE 3. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 \$1.00 par value common shares.

ARTICLE 4. INITIAL REGISTERED AGENT AND OFFICE.

The name of the initial registered agent and the address of the initial registered office is: Ira B. Price 9130 S. Dadeland Blvd. #1705 Miami, Florida 33156.

ARTICLE 5. DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

Ira B. Price  
9130 S. Dadeland Blvd. #1705  
Miami, Florida 33156

ARTICLE 6. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation is:

Ira B. Price  
9130 S. Dadeland Blvd. #1705  
Miami, Florida 33156

Prepared by: Ira B. Price, Esq.  
9130 S. Dadeland Blvd. #1705  
Miami, Florida  
(305) 670-3030  
Ha. Bar #216879

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ARTICLE 7. INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of May, 1995.

  
IRA B. PRICE

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ACCEPTANCE OF REGISTERED AGENT

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.

May 9, 1995



FRANK B. PRICE

vasco\art.inc

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