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(11H 00007642) BLI ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 0-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3894
FAX: (305) 541-3770

((H95000007642))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SUB-VENTURES, INC.
FAX AUDIT NUMBER: H95000007642 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/11/1995 TIME REQUESTED: 09:01:07
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 11, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: SUB-VENTURES, INC.
REF: W95000013868

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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Loria Poole
Corporate Specialist

FAX Aud. #: H95000007642
Letter Number: 295A00033236

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

(6)

ARTICLES OF INCORPORATION

OR

SUB-VENTURES, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

SUB-VENTURES, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:

330 PRAIRIE ROSE LANE
BOCA RATON, FLORIDA 33487

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

PREPARED BY:

KIM MARKS, CPA

12550 BISCAYNE BLVD.

SUITE 402

MIAMI, FL.

33181

(305) 895-5815

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TALLAHASSEE, FLORIDA

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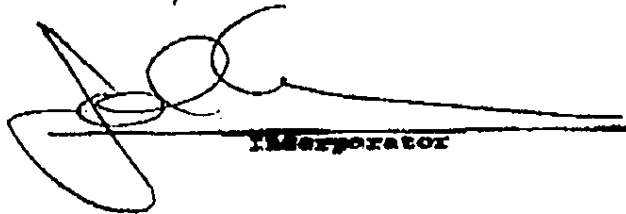
P.05

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

JOHN FISCHER
330 PRAIRIE ROSE LANE
BOCA RATON, FLORIDA 33487

The undersigned has executed these Articles of Incorporation this 7th day of July, 1995.


Incorporator



OFFICIAL NOTARY SEAL
KIMBERLY STEPHEN MARKS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC232014
MY COMMISSION EXPIRES JUNE 8, 1997

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that SUB-VENTURES, INC.
(Name of Corporation) FLORIDA
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named JOHN FISCHER
(Name of Registered Agent)
located at BOCA RATON, County of PAIM, BROWARD
(City) (County)
State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE

Registered Agent

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