

P95000066097

August 17, 1995

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

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Re: Incorporation of Ventex International, Inc.

Dear Sir/Madam:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served. A telephone check with your office on June 21, 1995 indicated that the corporate name VENTEX INTERNATIONAL, INC. is not in use at this time.

A check is also enclosed in the amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and \$35.00 for designation of resident agent.

EFFECTIVE DATE
8/17/95

Sincerely,

Brian C. Zeigler

Brian C. Zeigler

Enclosures

SAB
8/25/95

EFFECTIVE DATE
8/17/95

**ARTICLES OF INCORPORATION
OF
VENTEX INTERNATIONAL, INC.**

FILED
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The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be: VENTEX INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually and shall be effective as of August 17, 1995. (OR) This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of share of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having \$1.00 par value, which may be fractional shares.

B All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in the exchange for the capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 1050 Long Branch Ln. Oviedo, FL 32765.

The name of the initial registered agent of this corporation at that address shall be: Brian C. Zeigler. The address of the principle office and the registered office are the same.

ARTICLE VI - INITIAL OFFICER

The name and street address of the initial officer of the corporation, who shall hold office for the first year in existence of this corporation or until successor is elected or appointed and has qualified, is: Brian C. Zeigler.

ARTICLE VII - INITIAL DIRECTOR

This corporation shall consist of one (1) director(s) initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and street address of the initial director of the

corporation, who shall hold office for the first year in existence of this corporation or until a successor is elected or appointed and has qualified, is: Brian C. Zeigler

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator of these Articles of Incorporation: Brian C. Zeigler 1050 Long Branch Ln. Oviedo, FL 32765.

ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of August, 1995.

Brian C. Zeigler (SEAL)

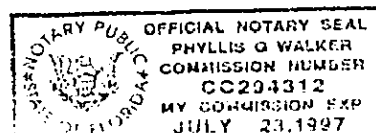
Brian C. Zeigler, Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 17 day of Aug., 1995 by Brian C. Zeigler, who is personally known to me or who has produced identification and who did/did not take an oath.

Phyllis G. Walker
Notary Public

Print Name PHYLLIS G. WALKER
My Commission Expires:



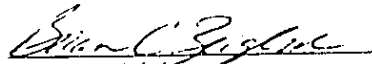
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, VENTEX INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Article of Incorporation in the City of Oviedo, County of Seminole, State of Florida, has named its Registered Agent, Brian C. Zeigler, in the City of Oviedo, County of Seminole, State of Florida, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Brian C. Zeigler
1050 Long Branch Ln.
Oviedo, FL 32765

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