## SEMET, LICKSTEIN, MORGENSTERN, BERGER, 835 FRIEND, BROOKE & GORDON, P.A.

80118 1200 201 Alahambra Circlis Coral Gabers, Florida 33134 (305) 444-1400

January 15, 1996

FRED N. LICKSTRIN
LEE A. MILLEO
MELVIN C. MORRESTRIN
RONALD C. NEIMARTHA
RONALD PETER ROMAN
SARRY N. SEMET
MARC J. STERNBAUM
FRANK P. TERZO
SYDNEY S. TRAUM, P.A.O
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Division of Corporations P. O. Box 5588 Tallahassee, Florida 32314

PAUL 6. BERGER

MYNNA D. BRICKERS

DAVID A. FRIEDMAN\* NICHAND E. FRIEND

HOWARD W. GORDON DEBORAH E. LEDER

STEVEN M. BROWNSTEIN .

PETER M. BROOKE

Re: GLOBAL GROUP U.S.A. CORP. VENWEB COMMUNICATION CORP.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Global Group U.S.A. Corp. and Venweb Communication Corp., together with our check in the amount of \$245.00 representing the fee for filing the Articles. Please forward a certified copy for each of the corporations to us as soon as possible.

If you have any questions, please do not hesitate to contact the undersigned.

Very-truly yours,

Barry N. Semet

For the Firm

enclosures

SN JAN 1 9 1996



# ARTICLES OF INCORPORATION OF CORPORATION C

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

#### ARTICLE

The name of the corporation is VENWEB COMMUNICATION CORP.

#### **ARTICLE II**

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### **ARTICLE IV**

The street address of the initial registered office of the corporation is 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 and the initial registered agent of the corporation at that address is Barry N. Semet.

#### **ARTICLE Y**

The mailing address of the corporation is located at 9240 Sunset Drive, Suite 204, Miami, Florida 33173.

#### ARTICLE VI

The name and street address of the members of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

Name Address

Luis Nunez Degwitz Aerocav No. 1266

7801 N.W. 37th Street

Miami, Florida 33166-6569

Alberto Rodriguez Barregales 10430 N.W. 31 Terrace Miami, Florida 33172

#### ARTICLE VII

The name and street address of each incorporator signing these articles is:

Name Address

Barry N. Semet 201 Alhambra Circle, Suite 1200

Coral Gables, Florida 33134

#### ARTICLE YIII

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

EXECUTED at Miami, Florida, t	his 15 day of, 1996.  Barry N. Semer, Incorporator
STATE OF FLORIDA ) :ss COUNTY OF DADE )	
The foregoing instrument was	acknowledged before me this 15th day of
(Junesy , 1996 by Barry N. Se	emet, $\square$ who is personally known to me or $\square$ who
has produced	as identification.
	Magali Some
	Notary Public, STATE OF FLOOPING NOTARY SEAL
	Print Name: COMMISSION NUMBER
	My Commission Evnious Of FLO APR. 1.1998

### CERTIFICATE DESIGNATING RESIDENT AGENT AND REGISTERED OFFICE

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

#### DESIGNATION

VENWEB COMMUNICATION CORP., desiring to organize under the laws of the State of Florida, hereby designates Barry N. Semet its registered agent and 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 as its registered office.

#### ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

Barry N. Semet

(Registered Agent)

95 JAN 17 AN 9: 18