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**BAKER
HOSTETLER**
COUNSELLORS AT LAW

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January 17, 1996

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

ATTN: Document Filing Section

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Re: Incorporation of Ven-U, Incorporated

Dear Sir/Madam:

I am enclosing with this letter the following documents relating to the incorporation of Ven-U, Incorporated:

1. The original Articles of Incorporation;
2. A copy of the Articles of Incorporation to be date stamped, certified and returned to me as confirmation of filing of same; and
3. This firm's check in the amount of \$122.50 representing payment of the filing fees, registered agent designation and one certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter. Of course, in the event you should have any questions with regard to this matter, please feel free to contact me.

Very truly yours,

Robin K. Graham
Robin K. Graham
Legal Assistant

Dmc
1/25/96

Enclosures

cc: H. A. Tico Perez

ven-u/artfile.ltr

FILED
96 JAN 22 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VEN-U, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the corporation is VEN-U, INCORPORATED (the "Corporation"). The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Department of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 2265 Lee Road, Suite 205, Winter Park, Florida 32789. The mailing address of the Corporation is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801-3432. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is seventy-five thousand (75,000) shares of Common Stock ("Common Stock") at \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
H. A. Tico Perez	200 South Orange Avenue Suite 2300 Orlando, Florida 32801-3432

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one (1). Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Cesar F. Baro	2265 Lee Road, Ste. 205 Winter Park, FL 32789
Lori A. Johnson	2265 Lee Road, Ste. 205 Winter Park, FL 32789

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 17th day of January, 1996.

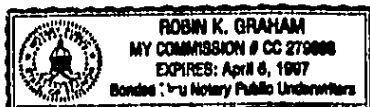
INCORPORATOR

H. A. Tico Perez

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 17th day of January, 1996, by H. A. Tico Perez, as the Incorporator of Ven-U, Incorporated. He is personally known to me or has produced N.A. as identification and did (did not) take an oath.

(NOTARY SEAL)



Robin K. Graham
(Notary Signature)

Robin K. Graham
(Notary Name Printed)

NOTARY PUBLIC

Commission No. CC 279668

REGISTERED AGENT CERTIFICATE

FILED

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In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute, to the Secretary of State, Tallahassee, Florida.

That VEN-U, INCORPORATED, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with Section 607.0501, Florida Statutes.

REGISTERED AGENT

A.G.C. Co.

by: G. Thomas Ball
G. Thomas Ball
Vice President

DATED: January 17, 1996