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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VENUSREP INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000002198

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/14/1996

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DIVISION OF CORPORATIONS

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

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95 FEB 15 AM 11:00
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In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is **VENUSREP INTERNATIONAL, INC.**

ARTICLE II

The existence of the Corporation shall begin on **February 12, 1996.**

ARTICLE III

The address of the principal office of the Corporation is:

**7270 N. W. 12th. St.
Suite #660
Miami, Florida 33126**

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100 shares, all of which shall be Common Shares. Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is: **250 Bird Road, Suite #302, Coral Gables, Florida 33146.** The initial registered agent for the Corporation at that address is: **JOSEPH P. LOPEZ, Attorney At Law.**

Prepared by:

**JOSEPH P. LOPEZ, ESQUIRE
FL. BAR NO. 801283
250 Bird Road, Suite #302
Coral Gables, FL. 33146
(305) 358-3694**

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ARTICLE VI

The initial board of directors shall consist of one member. The number of directors may at any time be increased or decreased by action of either the shareholders or the board of directors.

ARTICLE VII

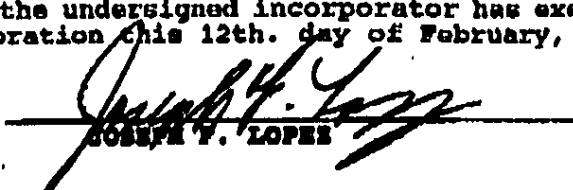
The name and street address of the person signing these Articles of Incorporation is:

Joseph F. Lopez, Esq.
250 Bird Road, Suite #302
Coral Gables, Florida 33146

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th. day of February, 1996.


JOSEPH F. LOPEZ

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared JOSEPH F. LOPEZ known to me to be the person who executed the foregoing Articles of Incorporation and who produced a driver's license as identification, and he acknowledged to me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12th. day of February. 1996.


NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE

My Commission Expires:

 LINDA K. SAGE
COMMISSION # CG 834484
EXPIRES JAN 11, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

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ACCEPTANCE OF REGISTERED AGENT

HAVING been named to accept service of process for VENUSREP INTERNATIONAL, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


JOSEPH P. LOPEZ

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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