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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FHB-1 CORP. HOLDING, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-72-

TALLAHASSEE, FL 32399

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FAX: (904) 922-4000

PHONE: (305) 599-0839

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAMC: VENUS INTERNATIONAL ENTERPRISES, INC.

FAX AUDIT NUMBER: H96000002563

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/22/1996

TIME REQUESTED: 12:08:13

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CERTIFICATE OF STATUS: 1

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
Venus International Enterprises, 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: Venus International Enterprises, Inc.

ARTICLE II

The street address of the principal office of this corporation is:
5151 Collins Avenue Suite 925
Miami Beach, FL 33140

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TALLAHASSEE, FLORIDA

ARTICLE III

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 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;
 - To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

Prepared by: Marina Noriega
315 NW 57th Ave #300
Miami, FL 33126

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares, or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which Board of Directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00.

ARTICLE VI

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Martha Cecilia Ucros
5151 Collins Avenue Suite 925
Miami Beach, FL 33140

who shall also serve as resident agent of the Corporation, if required by law.

ARTICLE VII

The initial Board of Directors shall consist of a total of two persons, and the name and address of the persons who are to serve as initial directors are:

Martha Cecilia Ucros (President)
5151 Collins Avenue Suite 925
Miami Beach, FL 33140

Jose Tejada (Secretary/Treasurer)
5151 Collins Avenue Suite 925
Miami Beach, FL 33140

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

Martha Cecilia Ucros
515 Collins Avenue Suite 925
Miami Beach, FL 33140

IN WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seal this January 23, 1996

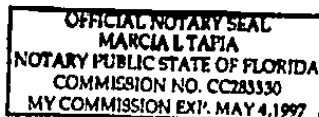

Martha Cecilia Ucros

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY, that in this day, before me a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared Martha Cecilia Ucros to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, DADE County, Florida, February 21, 1996.

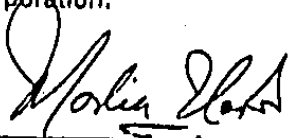

Notary Public, State of Florida at Large



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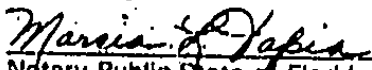
STATE OF FLORIDA
COUNTY OF DADE

Before me, the undersigned authority, personally appeared Martha Cecilia Ucros, to me known to be the person described as the Resident Agent, and Initial Registered Agent, in the foregoing Articles of Incorporation, and he agrees to serve as the Resident Agent and Initial Registered Agent, as set forth in these Articles of Incorporation.

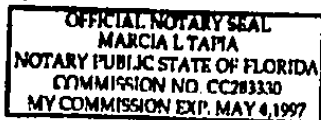


Martha Cecilia Ucros

Sworn and subscribed before me on this February 21, 1996.



Marcia L. Tapia
Notary Public State of Florida at Large



Prepared By: Marina Noriega
315 NW 57 Ave #30
Miami, FL 33126
Phone: (305)266-5109

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