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DEPARTMENT OF STATE  
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(((H96000003812))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VENIEX USA, INC.

FAX AUDIT NUMBER: H96000003012

CURRENT STATUS: REQUESTED

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ARTICLES OF INCORPORATION  
OF  
VENIEX USA, INC.

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ARTICLE I - NAME

The name of the corporation is VENIEX USA, INC..

ARTICLE II - DURATION

**This corporation is to exist perpetually.**

### ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any lawful business.

## ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

## ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT**

215E 000009644

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time, in accordance with the by-laws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Luis Mariscal	Centro Parque Carabobo, Piso 3, Ofc. 306, Monroy a Misericordia Caracas, Venezuela
Arturo Castro	Centro Parque Carabobo, Piso 3, Ofc. 306, Monroy a Misericordia Caracas, Venezuela

ARTICLE VIII - INCORPORATOR

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

Arturo Castro  
Centro Parque Carabobo, Piso 3,  
Ofc. 306, Monroy a Misericordia  
Caracas, Venezuela

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

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

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ARTICLE XI - AMENDMENTS

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

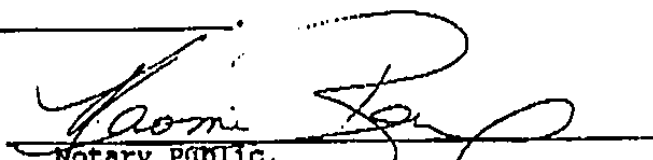
IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 7th day of March, 1996.

  
\_\_\_\_\_  
Arturo Castro

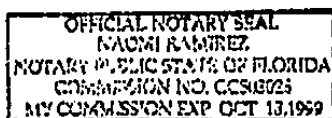
STATE OF FLORIDA

COUNTY OF DADE

THE FOREGOING ARTICLES OF INCORPORATION were sworn to and acknowledged before me on this 7th day of March, 1996, by Arturo Castro (personally known to me) / Identification provided \_\_\_\_\_

  
\_\_\_\_\_  
Notary Public,  
State of Florida

My commission expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS  
WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted in compliance with said Act:

THAT, VENIEX USA, INC. desiring to organize under the laws  
of the State of Florida, with its principal offices as indicated  
in the Articles of Incorporation has named Rolando Vicens at 1550  
Madruga Ave., Ste 406, Coral Gables, FL 33146, as its Agent to  
accept service of process within the State.

ACKNOWLEDGEMENT

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

By:

Rolando Vicens

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