

# CAPITAL CONNECTION, INC.

411 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED  
 DATE 4/30  
 TIME 9:30A  
 BY [Signature] CK No. \_\_\_\_\_

WALK-IN  
 Will Pick Up \_\_\_\_\_

P96000037295

RE: Vertura Communications, Inc. No 52504

	C.C. FEE	DISBURSED
Capital Express™		
Art. of Inc. Fila		
Corp. Record Search		
Ltd. Partnership Fila		
Foreign Corp. Fila		
Govt. Copy(s)		
Art. of Amend. Fila		
Dissolution/Withdrawal		
C U S		
Fictitious Name Fila		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Fila		
UCC 11 Search		
UCC 11 Retrieval		
Fila No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
<b>SUBTOTAL.....</b>	\$
PREPAID.....	\$
<b>BALANCE DUE.....</b>	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
VENTURA COMMUNICATIONS, INC.

FILED  
JAN 30 1960  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation is:  
VENTURA COMMUNICATIONS, INC.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

1. To manufacture, purchase and sale of telephone and radio equipment. The setting up and operation of a communications system for use by the public and where necessary using existing communication systems presently in operation and the sale of the use of such systems presently in operation by others. The obtaining of proper licenses necessary by the Federal Communications Commission and such licenses as may be required by the State of Florida so that the customers will be in full compliance with all regulations necessary to conduct business.

2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property.

3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers, or corporation property, or other instruments to secure the payment of corporate indebtedness as required.

4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

#### ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, without a par value, and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and not liable to any further call or assessment thereon, and the holders of such shares not be liable for any further payments thereon.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

#### ARTICLE IV

The amount of capital which this corporation will begin business is Five Hundred (\$500.00) Dollars.

#### ARTICLE V

This corporation shall have perpetual existence.

#### ARTICLE VI

The initial post office address of the principal office of this corporation in the State of Florida, is:

1030 - 71st Street Suite 4  
Miami Beach, Florida 33141

The Board of Directors may from time to time move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the

State of Florida, the United States of America, and foreign countries as may from time to time be authorized by the Board of Directors.

#### ARTICLE VII

The street address of the Initial Registered Agent of this corporation is:

19 W. Flagler Street  
Miami, Florida 33130

and the name of the Initial Registered Agent is ALBERT J. ZEMLOCK.

#### ARTICLE VIII

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

#### ARTICLE IX

The name and post office address of each subscriber to these Articles of Incorporation are:

NICHOLAS VENTURA  
1030 - 71st Street Suite 4  
Miami Beach, Florida 33141

#### ARTICLE X

The name and post office address of the members of the first Board of Directors, the President, the Secretary and the Treasurer, who shall hold office for the first year of existence of this corporation, or until their successor is elected and has qualified are:

NICHOLAS VENTURA  
1030 - 71st Street, Suite 4  
Miami Beach, Florida 33141

President/Secretary-Treasurer

#### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

#### ARTICLE XII

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its good will, its corporation franchises, or any property assets to its corporate business, upon such terms and conditions as its Board of Directors deems meet and expedient, and as authorized by an affirmative vote entitling them to exercise a majority of the voting power outstanding.

#### ARTICLE XIII

The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation, and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of preemptive rights of purchase upon the stockholders as condition precedent to the sale of other stock and such agreements shall be valid and this corporation may join as a party thereto.

#### ARTICLE XIV

1. At all meetings of the stockholders of the corporation, whether annual or specially called, a vote of a majority of all stockholders of record entitled to vote shall be required to be transacted by such stockholders.

2. At all meetings of the Board of Directors of the corporation, whether regular or specially called, a vote of a majority of all directors shall be required to transact

any business of the corporation, including but not limited to the election of officers.

IN WITNESS WHEREOF, the undersigned subscriber has herunto set his hand and seal.

Nicholas Ventura (SEAL)  
NICHOLAS VENTURA

STATE OF FLORIDA )

: ss

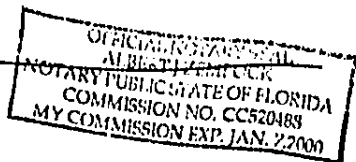
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared NICHOLAS VENTURA to me well known to be the person who executed the foregoing Articles of Incorporation, and he severally acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 26 day of April, 1996

My commission expires:

Albert J. Zimlock  
NOTARY PUBLIC



FILED

APR 30 PM 4:10

TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS 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:

First--That VENTURA COMMUNICATIONS, INC. desiring  
to organize under the laws of the State of Florida, with its  
principal office, as indicated in the Articles of  
Incorporation at City of Miami, County of Dade, State of  
Florida, has named:

ALBERT J. ZEMLOCK  
19 W. Flagler Street  
Miami, Florida 33130

as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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

*Albert J. Zemlock*  
ALBERT J. ZEMLOCK  
Registered Agent