

JUN-10-1996 13:05

EMPIRE CORPORATE KIT

P.16

12:30 PM

PUBLIC ACCESS SYSTEM
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
100 W. FLAGLER ST
SUITE 200
MIAMI FL 33135-
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FAX: (305) 541-3770
FAX: (904) 22-4000

(((H96000008092))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: VENUICE TRADING COPR.

FAX AUDIT NUMBER: H96000008092

CURRENT STATUS: REQUESTED

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** ENTER 'M' FOR MENU. **

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96 JUN 10 PM 4:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/7

DIVISION OF CORPORATIONS

96 JUN 10 PM 1:38

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(5)

Prepared By:

Elyane Bechtlinger
B&L Business Legal, Inc.

141 NE 3 Ave. #206

Miami, FL 33132

305.373.6211

ARTICLES OF INCORPORATION

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS: VENICE TRADING, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

141 N.E. 3RD AVENUE
SUITE NO. 207
MIAMI, FL. 33132

ARTICLE II -- PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III -- CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV -- PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V -- INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

141 N.E. 3RD AVENUE
SUITE NO. 207
MIAMI, FL. 33132

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

BERNARD MIZRAHI

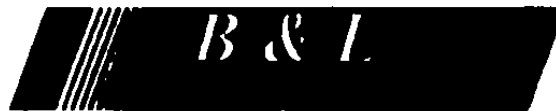
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

BERNARD MIZRAHI
PRESIDENT & DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

BERNARD MIZRAHI
141 N.E. 3RD AVENUE
SUITE NO. 207
MIAMI, FL. 33132

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 10TH DAY OF JUNE OF 1996.

A handwritten signature in black ink, appearing to read 'Bernard Mizrahi', is written over a horizontal line. Below the line, the word 'Incorporator' is printed.

Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT VENICE TRADING, CORP. DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:

BERNARD MYZRAHI

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
VENICE TRADING, CORP.

**TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS:**

10TH DAY OF JUNE, 1996.

Registered Agent

H9600008092

B & L

H960008092

STATE OF FLORIDA)
COUNTY OF DADE)

**BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:**

BERNARD NIERAHY

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL.

IN THE STATE AND COUNTY AFORESAID THIS 10TH DAY OF JUNE

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

FILED
JUN 10 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My contribution expires:



49600008092

P96000649505

8822
OMB No. 1545-0047
EPA Form 8822-109

Change of Address

Please type or print

See instructions on back Do not attach this form to your return.

Part I Complete This Part To Change Your Home Mailing Address

Check ALL boxes this change affects:

- 1 Individual income tax returns (Forms 1040, 1040A, 1040EZ, 1040NR, etc.)
 - If your last return was a joint return and you are now establishing a residence separate from the spouse with whom you filed that return, check here
- 2 Employment tax returns for household employers (Forms 942, 940, and 940EZ)
 - Enter your employer identification number here
- 3 Gift, estate, or generation skipping transfer tax returns (Forms 706, 709, etc.)
 - For Forms 706 and 706 A, enter the decedent's name and social security number below

4a Your name (last name, initial, and last name)	4b Your social security number
5a Spouse's name (last name, initial, and last name)	5b Spouse's social security number
6 Prior name(s) See instructions	

7a Old address (no., street, city or town, state, and ZIP code) If a P.O. box or foreign address, see instructions	Apt. no.
7b Spouse's old address, if different from line 7a (no., street, city or town, state, and ZIP code) If a P.O. box or foreign address, see instructions	Apt. no.
8 New address (no., street, city or town, state, and ZIP code) If a P.O. box or foreign address, see instructions	Apt. no.

Part II Complete This Part To Change Your Business Mailing Address or Business Location

Check ALL boxes this change affects:

- 9 Employment, excise, and other business returns (Forms 720, 941, 990, 1041, 1065, 1120, etc.)
- 10 Employee plan returns (Forms 5500, 5500 C/R, and 5500 FZ) See instructions.
- 11 Business location
- 12a Business name

12b Employer identification number
65 0672868
Room or suite no.
207
Room or suite no.
Room or suite no.

13 Old address (no., street, city or town, state, and ZIP code) If a P.O. box or foreign address, see instructions

141 N.E. 3RD AVENUE MIAMI FLORIDA 33132

14 New address (no., street, city or town, state, and ZIP code) If a P.O. box or foreign address, see instructions

1713 BRIDLEWALK COURT GOTHA FLORIDA 32473

15 New business location (no., street, city or town, state, and ZIP code) If a foreign address, see instructions

Part III Signature

Please Sign Here

Daytime telephone number of person to contact (optional) 304 373 6211

Signature of owner, officer, or representative 11/17/96

Date 11/17/96

Signature of spouse, if joint return 4.23.96

Date 4.23.96