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TALLAHASSEE, FL 32301-2600

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PRIORITIZED LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 042469 7020A

AUTHORIZATION : Patricia Pyjuth

COST LIMIT : \$ 70.00

ORDER DATE : August 5, 1996

ORDER TIME : 10:22 AM

ORDER NO. : 042469

CUSTOMER NO: 7020A

500001812685

CUSTOMER: Alfonso J. Perez, Esq  
HALEY SINAGRA & PEREZ, PA

Suite 800  
100 South Biscayne Boulevard  
Miami, FL 33131

DOMESTIC FILING

NAME: VEN FISHING INTERNATIONAL  
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG -5 PM 3:16

RECEIVED  
96 AUG -5 PM 10:08  
DIVISION OF CORP  
8/5/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 AUG -5 PM 3:16

OF

VEN FISHING INTERNATIONAL CORP.

ARTICLE I - NAME

The name of this corporation is VEN FISHING INTERNATIONAL CORP.

ARTICLE II - ADDRESS

The principal office or mailing address of this corporation shall be located at 100 S. Biscayne Blvd., Suite 800, Miami, Florida 33131.

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 100 S. Biscayne Blvd., Suite 800, Miami, Florida 33131 and the name of the registered agent of this corporation is Alfonso J. Perez.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and address of the Board of Directors of the corporation are

Director: Federico Jost  
Av. La Estancia, Centro Banaven (Cubo Negro)  
Torre A., Piso 1, Ofic. A-13-1  
Chuao, Caracas 1060, Venezuela

Director: Alfonso J. Perez  
100 S. Biscayne Boulevard  
Suite 800  
Miami, Florida 33131

#### ARTICLE VIII - INCORPORATOR

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

Alfonso J. Perez  
100 S. Biscayne Boulevard  
Suite 800  
Miami, Florida 33131

#### ARTICLE IX - BY-LAWS

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

#### ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

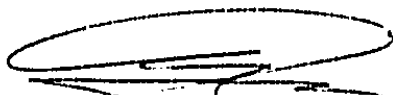
#### ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10<sup>th</sup> day of July, 1996.

  
ALFONSO J. PEREZ

STATE OF FLORIDA  
SS  
COUNTY OF DADE

BEFORE ME, the undersigned authority, appeared ALFONSO J. PEREZ, personally known to me and known to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this 10 day of July, 1996.

  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

OFFICIAL NOTARY SEAL MARIETTA FIERRO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC427358 MY COMMISSION EXP. DEC. 18, 1998
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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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DESIGNATION OF REGISTERED AGENT

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of the corporation.

That VEN FISHING INTERNATIONAL CORP., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named ALFONSO J. PEREZ, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as  
Registered Agent



ALFONSO J. PEREZ,  
100 S. Biscayne Blvd., Suite 800  
Miami, Florida 33131

This instrument prepared by:

Alfonso J. Perez, Esq.  
100 S. Biscayne Boulevard  
Suite 800  
Miami, Florida 33131  
FBN: 220426