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EMPIRE CORPORATE KIT

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FLORIDA DIVISION OF CORPORATIONS
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ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VENTURE RENOVATORS, INC.

AUDIT NUMBER.....H96000014150

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
VENTURE RENOVATORS, INC.**

THE UNDERSIGNED INCORPORATOR HEREBY FORMS A CORPORATION UNDER
CHAPTER 607 OF THE LAWS OF THE STATE OF FLORIDA.

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ARTICLE I. NAME OF CORPORATION

The name of the corporation is and shall be: **VENTURE
RENOVATORS, INC.**

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business
permitted under the laws of the United States and of the State of
Florida, specifically including home and office repair and
renovation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that this
corporation is authorized to have outstanding at any one time shall
be 1,000 shares of common stock at ONE DOLLAR (\$1.00) par value.
There shall be only one class of shares. All said stock shall be
payable in cash, property, labor or services at a just valuation to
be fixed by the Board of Directors at a meeting called for that
purpose; property, labor or services may be purchased or paid for
with the capital stock, at a just valuation to be fixed by the
Board of Directors at a meeting called for that purpose.

ARTICLE IV. PRINCIPAL PLACE OF BUSINESS

The initial street address of the principal office of this
corporation and the mailing address is to be: 6407 N.W. 23 Lane,
Boca Raton, Florida 33434.

PREPARED BY:

Alan J. Polley, Esquire
212 North Federal Highway
Deerfield Beach, Florida 33441
Telephone No. (954) 428-8880
Florida Bar No. 063773

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The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. RESIDENT AGENT

The resident agent of this corporation designated as the corporation's agent to accept service of process within the State of Florida and the street address of the corporation's initial resident agent, shall be:

JOSEPH A. FORTÉ
6407 N.W. 23 LANE
Boca Raton, Florida 33434

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

JOSEPH A. FORTÉ
6407 N.W. 23 Lane
Boca Raton, Florida 33434

JUDITH MARIE EANN FORTÉ
6407 N.W. 23 Lane
Boca Raton, Florida 33434

ARTICLE VIII. INCORPORATORS

The name and address of each incorporator is as follows:

NAME OF INCORPORATOR

ADDRESS

JOSEPH A. FORTÉ
6407 N.W. 23 Lane
Boca Raton, Florida 33434

JUDITH MARIE EANN FORTÉ
6407 N.W. 23 Lane
Boca Raton, Florida 33434

ARTICLE IX. NUMBER OF DIRECTORS

The board of directors of the corporation shall consist of the number of directors serving on the initial board of directors. The number of directors of the corporation may be changed from the number of directors serving on the initial board of directors at any time by affirmative vote of a majority of the stockholders.

ARTICLE X. ACTION BY DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the directors or a committee thereof may be taken without a meeting, provided that a consent in writing setting forth the action so to be taken, signed by all of the directors or all of the members of the committee, as the case may be, is filed in the minutes of the proceedings of the board of directors or of the committee. Such consent shall have the same effect as a unanimous vote.

ARTICLE XI. GENERAL POWERS

This corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including all powers stated under Florida Statutes 607.0302.

ARTICLE XII. AMENDMENT OF ARTICLES OF INCORPORATION

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 stockholders meeting by a majority of the stock entitled to a vote thereto, unless all the stockholders in a written statement manifest their intention that a certain amendment of those Articles of Incorporation be made.

ARTICLE XIII. OFFICERS

The officers of this corporation shall consist of a president, a secretary and a treasurer, each of whom shall be elected by the board of directors in the manner and at the time prescribed in the bylaws of this corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the bylaws. Any two or more offices may be held by the same person.

The initial officers and their addresses of this corporation are:

President: Joseph A. Forte
6407 N.W. 23 Lane
Boca Raton, Florida 33434

Secretary: Judith Marie Sahn Forte
6407 N.W. 23 Lane
Boca Raton, Florida 33434

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Treasurer: Judith Marie Sahn Forte
6407 N.W. 23 Lane
Boca Raton, Florida 33434

IN WITNESS WHEREOF, the undersigned Incorporator has set his hand and seal this 8th day of October, 1996.

Franklin B. Mulroy
FRANKLIN B. MULROY
Al Pelly
Al Pelly

Joseph A. Forte
Joseph A. Forte
Judith Marie Sahn Forte
Judith Marie Sahn Forte

STATE OF FLORIDA
COUNTY OF BROWARD

Personally appeared before me, the undersigned authority, JOSEPH A. FORTE and JUDITH MARIE SAHN FORTE, who are personally known or who have produced a Florida Driver's License Personally Known as identification, to me well known as the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged before me they executed and subscribed to the same for the purposes therein expressed, and specifically, Joseph A. Forte has acknowledged that he accepts the designation as Resident Agent, that he is familiar with and accepts the obligation of this position, and in such capacity he agrees to comply with the provisions of Chapter 49.091 of the Florida Statutes and all of the provisions of the Florida Statutes relative to the proper and complete performance of his duties.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the City of Deerfield Beach, in said county and state this 8th day of October, 1996.

Al Pelly
Notary Public, State of Florida

My Commission Expires:



C. R. SHANDEL, JR.
MY COMMISSION EXPIRES
September 8, 1998
BROWARD COUNTY, FLORIDA

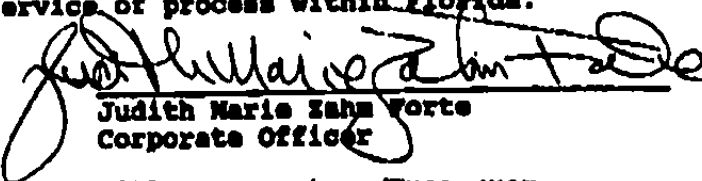
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

FIRST: That VENTURE RENOVATORS, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 6407 N.W. 23 Lane, Boca Raton, Florida 33434, State of Florida, has named JOSEPH A. FORTE located at 6407 N.W. 23 Lane, Boca Raton, Florida 33434, State of Florida as its agent to accept service of process within Florida.


Judith Marie Zahn Forte
Corporate Officer

Title: Secretary/Treasurer

Date: 10/8/96

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and acknowledge that I am familiar with and accept the obligation of this position and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Joseph A. Forte
Resident Agent

Date: 10/8/96

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