

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086



PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

Acct. # 072100000032
Ref. # 157950-4303929

Patricia Pappas

COST LIMIT : \$ 122.50

ORDER DATE : November 18, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 157960-005

CUSTOMER NO: 4303929

700002006897--2

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: VENTAVISION PURCHASING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PIAIN COPY

FILED
96 NOV 18 PM 1:38
STATE
DEPARTMENT OF REVENUE

RECEIVED
96 NOV 18 AM 9:41
DIVISION OF CORPORATIONS

KR
11.18.96

SKD

**ARTICLES OF INCORPORATION
OF
VENTAVISION PURCHASING, INC.**

ARTICLE I

The name of the corporation is VENTAVISION PURCHASING, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: 1600 Bayview Drive, Fort Lauderdale, Florida 33304.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1600 Bayview Drive, City of Fort Lauderdale, County of Broward, State of Florida 33304, and the name of its initial registered agent at such office is Ronald E. Gonzalez.

FILED
96 NOV 19 PM 1:38
SECRETARY OF STATE
FLORIDA

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Ronald E. Gonzalez
1600 Bayview Drive
Fort Lauderdale, Florida 33304

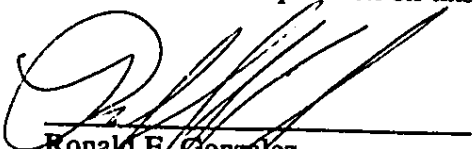
ARTICLE VII

The name and address of the Incorporator is Ronald E. Gonzalez, 1600 Bayview Drive, Fort Lauderdale, Florida 33304.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation on this 14th day of November, 1996.



Ronald E. Gonzalez,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of VENTAVISION PURCHASING, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Ronald E. Gonzalez,
Registered Agent

Dated: November 14, 1996

FILED
96 NOV 16 PM 1:38
STATE