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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305) 672-0686

FAX #: (305) 672-9110

NAME: VENELECTRIC, INC.

AUDIT NUMBER.....H96000017326

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

CERT. OF STATUS...1

PAGES..... 4

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2/11/96

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Articles of Incorporation
of
Venelectric, Inc.

Article I. Name

The name of this Florida corporation is:
Venelectric, Inc.



Article II. Address

The mailing address of the Corporation is:
Venelectric, Inc.
16752 S.W. 5th Way
Fort Lauderdale FL 33326

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Jorge Lopez
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Jorge Lopez FL Bar Member 0582328
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200 • Fax 305-267-5155

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Ildemaro Hurtado

Article VI. Incorporator

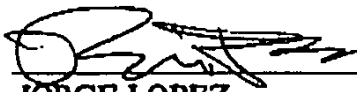
The name and address of the incorporator is:

Jorge Lopez
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective December 10, 1996

The undersigned incorporator executed these Articles of Incorporation on
December 10, 1996



JORGE LOPEZ

by Brian Fons as attorney-in-fact

H96000017326

Jorge Lopez FL Bar Member 0582328
Sandler, Travis & Rosenberg, P.A.
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126
305-267-9200 • Fax 305-267-5155

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**Certificate of Designation
Registered Agent and Registered Office**

CORPORATION:
Venelectric, Inc.

REGISTERED AGENT:
Jorge Lopez
5200 Blue Lagoon Drive, Suite 600
Miami FL 33126

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JORGE LOPEZ
by B.R. Fons as attorney-in-fact

Date: 12/10/96

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