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FILED
97 JAN 10 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 2, 1997

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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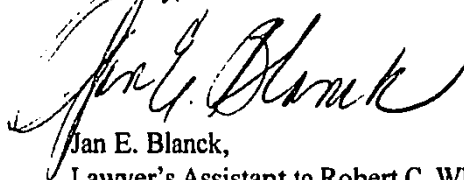
Re: VENTURE PARTNERS, INC.

Ladies and Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared on behalf of Venture Partners, Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of filing fees (\$35.00), registered agent filing fee (\$35.00) and a certified copy (\$52.50). Please forward the certified copy of the articles to me.

Thank you for your attention to this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr.

1-16-97
JD

MI-35364.01

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of VENTURE PARTNERS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is VENTURE PARTNERS, INC.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

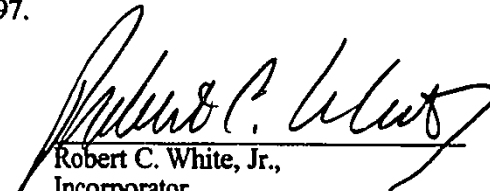
Name

Address

Robert C. White, Jr.

c/o Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard
20th Floor
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of January, 1997.


Robert C. White, Jr.,
Incorporator

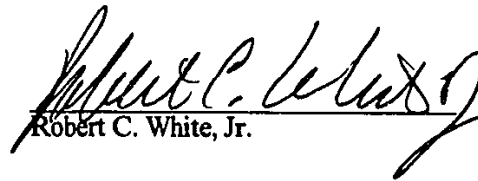
CERTIFICATE OF REGISTERED AGENT

OF

VENTURE PARTNERS, INC.

Having been named to accept service of process for Venture Partners, Inc., at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: January 2, 1997


Robert C. White, Jr.

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