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FLORIDA DIVISION OF CORPORATIONS

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((H97000005015 7))

TO: DIVISION OF CORPORATIONS  
(904) 922-4001

FAX #:

FROM: FAHMY & CO.  
071514000171

ACCT#:

CONTACT: HANY FAHMY  
PHONE: (305) 785-3855  
(305) 785-2564

FAX #:

NAME: TEMPLETON VENTURE CAPITAL TRUST LTD., INC.

AUDIT NUMBER.....H97000005015

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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 26, 1997

FAHMY & CO

SUBJECT: TEMPLETON VENTURE CAPITAL TRUST LTD., INC.  
REF: W97000006986

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Terri Buckley  
Corporate Specialist

FAX Aud. #: H97000005015  
Letter Number: 697A00015269

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ARTICLES OF INCORPORATION  
OF

TEMPLETON VENTURE CAPITAL TRUST LTD., INC.

THE UNDERSIGNED HEREBY MAKES, SUBSCRIBES, ACKNOWLEDGES AND  
FILES THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

TEMPLETON VENTURE CAPITAL TRUST LTD., INC.

ARTICLE II

THE STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF  
THIS CORPORATION SHALL BE: 2213 E ATLANTIC BLVD  
POMPAÑO BEACH, FL 33062

ARTICLE III

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING  
WITH THE DATE OF FILING OF THESE ARTICLES.

ARTICLE IV

THE GENERAL NATURE OF THE BUSINESS TO BE CONDUCTED BY THIS  
CORPORATION SHALL BE: INVESTMENTS AND FURTHER:

- (1) TO ENGAGE IN ANY AND ALL LAWFUL BUSINESSES, TRADES,  
OCCUPATIONS AND PROFESSIONS.
- (2) TO CONTRACT DEBTS AND BORROW MONEY, ISSUE AND SELL OR  
PLEDGE BONDS, DEBENTURES, NOTES AND OTHER EVIDENCES OF INDEBTED-  
NESS AND EXECUTE SUCH MORTGAGE TRANSFERS TO CORPORATE PROPERTY OR  
OTHER INSTRUMENTS TO SECURE THE PAYMENT OF CORPORATE INDEBTEDNESS  
AS MAY BE REQUIRED.
- (3) TO PURCHASE THE CORPORATE ASSETS OF ANY OTHER CORPORA-  
TION AND ENGAGE IN THE SAME OR OTHER CHARACTER OF BUSINESS.
- (4) TO ENTER INTO, MAKE, PERFORM AND CARRY OUT CONTRACTS AND  
AGREEMENTS OF EVERY KIND AND FOR EVERY LAWFUL PURPOSE WITHOUT  
LIMIT AS TO AMOUNT WITH ANY PERSON, FIRM, ASSOCIATION OR

HANY FAHMY CPA, P.A.  
2213 E. ATLANTIC BLVD.  
POMPAÑO BEACH, FL 33062-5201  
(305) 785-3855

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CORPORATION, AND TO TRANSACT ANY FURTHER AND OTHER BUSINESS NECESSARILY CONNECTED WITH THE PURPOSE OF THIS CORPORATION TO CALCULATE TO FACILITATE SAME.

(5) TO CARRY ON ANY OR ALL OF ITS OPERATIONS AND BUSINESSES, AND TO PROMOTE ITS PURPOSES WITHIN THE STATE OF FLORIDA OR ELSEWHERE, WITHOUT RESTRICTION AS TO PLACE OR AMOUNT; AND TO USE, EXERCISE AND ENJOY ALL OF THE GENERAL POWERS OF LIKE CORPORATIONS.

(6) TO DO ANY OR ALL OF THE THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS MIGHT OR COULD DO, AND IN ANY PART OF THE WORLD AS PRINCIPALS, AGENTS, CONTRACTORS OR OTHERWISE, ALONE, OR IN COMPANY WITH OTHERS, AND TO DO AND PERFORM ALL SUCH OTHER THINGS AND ACTS AS MAY BE NECESSARY, PROFITABLE OR EXPEDIENT IN CARRYING ON ANY OF THE BUSINESS OR ACTS ABOVE NAMED.

(7) TO DO ALL THINGS ENUMERATED, SET FORTH AND AUTHORIZED BY FLORIDA STATUTES 1975, SECTION 607.011.

#### ARTICLE V

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE AS FOLLOWS: 100 SHARES AT ONE DOLLAR (\$1.00) PAR VALUE. THE ENTIRE VOTING POWER OF THE CORPORATION SHALL BE VESTED IN THE COMMON STOCKHOLDERS, AND EACH SHARE OF COMMON STOCK SHALL BE ENTITLED TO ONE VOTE, AS SHALL BE MORE FULLY SET FORTH AND DETERMINED IN THE BY-LAWS OF THIS CORPORATION. OTHER RIGHTS AND INTERESTS ACCRUING TO EACH SHARE OF COMMON STOCK WHICH ARE NOT CONTAINED IN THESE ARTICLES OF INCORPORATION SHALL BE MORE FULLY DETERMINED AND SET FORTH IN THE BY-LAWS.

#### ARTICLE VI

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

#### ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR 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 NAME OF THE INITIAL DIRECTOR IS: JACK NEWMAN

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ARTICLE VIII

THE NAME OF THE OFFICER OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OR UNTIL HIS/HER SUCCESSORS ARE CHOSEN IS:

NAME

JACK NEWMAN

OFFICE HELD

PRESIDENT  
AND  
SECRETARY/TREASURER

ARTICLE IX

THE STREET ADDRESS OF THE INITIAL REGISTRATION OFFICE OF THIS CORPORATION IS: 2213 E ATLANTIC BLVD  
POMPANO BEACH, FL 33062

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS: HANY FAHMY

I HEREBY ACCEPT MY APPOINTMENT AS REGISTERED AGENT

  
HANY FAHMY

ARTICLE X

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS: JACK NEWMAN  
2213 E ATLANTIC BLVD  
POMPANO BEACH, FL 33062

  
JACK NEWMAN

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