

P97000035170

**Michael H. Magolnick**

3020 N.W. 68<sup>th</sup> Street  
Ft. Lauderdale, Florida 33309  
954.969.9577

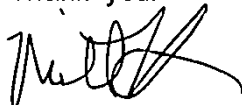
April 10, 1997

New Corporate Filings  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300002140423--8  
04/11/97--01063--018  
\*\*\*\*122.50 \*\*\*\*122.50

I have included in this package two (2) originals of the Articles of Incorporation for Venture Consulting International, Inc. for filing as a corporation in the State of Florida.. Enclosed also for filing fees is a check in amount of \$122.50 for each corporation that includes sufficient funds to provide me with a certified copy by return prepaid Federal Express (also enclosed).

Thank -you.



Michael H. Magolnick

MHMc/c

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR 17 PM 4:08

W97-8604



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 14, 1997

MICHAEL H. MAGOLNICK  
3020 N.W. 68TH STREET  
FT. LAUDERDALE, FL 33309

SUBJECT: VENTURE CONSULTING INTERNATIONAL, LTD.  
Ref. Number: W97000008604

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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We have received your document for VENTURE CONSULTING INTERNATIONAL, LTD. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Vickie Whitfield  
Corporate Specialist

Letter Number: 097A00018679

ARTICLES OF INCORPORATION  
OF  
**Venture Consulting International, Ltd.** *Inc. (S)*

The undersigned, being an individual, does hereby act as incorporator for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, and therefore, adopts the following Articles of Incorporation for such corporation.

ARTICLE I  
NAME

The corporate name for the corporation (hereinafter the "corporation") is:

**Venture Consulting International, Ltd.** *INC. (S)*

ARTICLE II  
EXISTENCE AND DURATION

The period of duration of this corporation is perpetual.

ARTICLE III  
PURPOSES AND POWERS

The purpose for which this corporation is organized is to engage in all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act. In furtherance of such lawful purposes, the corporation shall have and may exercise all rights, powers and privileges now or hereafter exercisable by corporations organized under the laws of the State of Florida. In addition, it may do everything necessary, suitable, convenient or proper for the accomplishment of any its corporate purposes.

ARTICLE IV  
CAPITALIZATION

The number of shares which this corporation shall have authority to issue is one hundred thousand (100,000) shares at par value of one tenth of one cent (\$.001) per share and are of the same class and are to be common shares. There shall be no cumulative voting by shareholders. The shareholders shall have no preemptive rights to acquire any shares of the corporation. The common stock of the corporation after the amount of the subscription price has been paid in, shall not be subject to assessment to pay the debts of the corporation.

ARTICLE V  
INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office in the State of Florida is 3020 N.W. 68<sup>th</sup> Street, #205, Ft. Lauderdale, Florida, 33309 and the name of its initial registered agent at said registered office is Michael H. Magolnick. The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLE VI**  
**PRINCIPAL OFFICE**

The address of the principal office of the corporation is ~~4901 NW 17th Way, Suite 407~~, Ft. Lauderdale, Florida, 33309-3773. The corporation may maintain offices, agencies, and places of business in any other state in the United States and in foreign countries without restriction as to place, as the Board of Directors may from time to time determine or the business of the corporation may require. 3020 NW 68<sup>th</sup> St, #205

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of this corporation is one (1) and the number of directors of this corporation shall not be less than one (1). The name and address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor is elected and qualified is:

Michael H. Magolnick.  
3020 N.W. 68<sup>th</sup> Street, #205, Ft. Lauderdale, Florida, 33309

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw vote of shareholders or disinterested directors, or otherwise. both as to action in his official capacity and as to action in another capacity while holding such office. and shall continue as to a person who has ceased to be a director, officer. Employee, or agent and shall inure to the benefit or the heirs, executors, and administrators of such a person.

**ARTICLE IX**  
**ADDITIONAL ENGAGEMENTS**

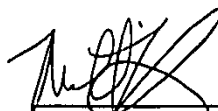
Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

Michael H. Magolnick.  
3020 N.W. 68<sup>th</sup> Street, Ft. Lauderdale, Florida, 33309  
#205

Dated this 10th day of April, 1997.



\_\_\_\_\_  
Michael H. Magolnick., Incorporator

STATE OF FLORIDA           )  
  ) ss.  
COUNTY OF BROWARD        )

I, Lauren Beaty, a Notary Public, does certify that Michael H. Magolnick, personally known (or proved) to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, appeared before me first duly sworn, acknowledged that he signed said Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and that statements therein contained are true.

I accordingly have hereunto set my hand and seal this 10th day of April, 1997.

My commission expires: 11-4-2000

Lauren Beaty  
Notary Public



City Ft. Lauderdale  
County of Broward  
State of Florida

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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WRITTEN CONSENT OF INCORPORATOR TO ORGANIZATIONAL ACTION  
OF

Venture Consulting International, <sup>INC. (M)</sup> Ltd.

Under Section 607.0205 of the Florida Business Corporation Act

The following action is taken this day through this instrument by the incorporator of the above named corporation. The election of the following person to serve as the initial director of corporation until the first shareholders' meeting or until such other time at which directors are elected:

Michael H. Magolnick, Incorporator

Signed on April 10, 1997

Having been named its Registered Agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Venture Consulting International, <sup>INC. (M)</sup> Ltd.

By



Michael H. Magolnick  
For The Firm

Date: April 10, 1997