

P97000045763
CARLTON FIELDS
ATTORNEYS AT LAW

HARBOURVIEW BUILDING
25 WEST CEDAR STREET, 4TH FLOOR
PENSACOLA, FLORIDA 32501-5974

MAILING ADDRESS:
P.O. BOX 12426, PENSACOLA, FL 32582-2426
TEL (904) 434-0142 FAX (904) 434-5366

May 20, 1997

VIA OVERNIGHT DELIVERY

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

1 00002185751-9
05/21/97-01075-002
****122.50 ****122.50

Re: Venture Management, Inc.

Dear Ladies:

Enclosed are the following:

1. Articles of Incorporation for Venture Management, Inc.;
2. Designation and Acceptance of Registered Agent of Venture Management, Inc.; and
3. A check for \$122.50 for your filing fee and a certified copy.

Please file the Articles of Incorporation and return proof of filing to this office in the envelope provided.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Sally C. Busell
SALLY C. BUSSELL

SCB:pmm
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 21 PM 2:52

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D. BROWN MAY 22 1997

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA ORLANDO PENSACOLA TALLAHASSEE WEST PALM BEACH ST. PETERSBURG

ARTICLES OF INCORPORATION

OF

VENTURE MANAGEMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 21 PM 2:52

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this Corporation shall be:

VENTURE MANAGEMENT, INC.

and its principal office and mailing address shall be at: Post Office Box 12426, Pensacola, FL 32582.

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

25 West Cedar Street, 4th Floor, Pensacola, FL 32501

The name of the initial registered agent of this Corporation at that address shall be:

S. Bussell

ARTICLE VI

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

S. Bussell
25 West Cedar Street, 4th Floor
Pensacola, FL 32501

S. Coogle
1142 Harrison Avenue
Gulf Breeze, FL 32561

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing

these Articles of Incorporation is as follows:

Name

Street Address

S. Bussell

25 West Cedar Street, 4th Floor
Pensacola, FL 32501

ARTICLE VIII

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 19th day of May, 1997.

S. Bussell
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing document was executed before me this 19th day of May, 1997, by S. Bussell, who is personally known to me and who did take an oath.

(SEAL)

PATRICIA M. MARSHALL
"Notary Public-State of Florida"
My Commission Expires August 22, 1997
CC 310927

Patricia M. Marshall
Signature of Notary
Patricia M. Marshall

Printed Name of Notary

Notary Public

Commission No.: CC 310927

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

OF

VENTURE MANAGEMENT, INC.

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, VENTURE MANAGEMENT, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 25 West Cedar Street, 4th Floor, Pensacola, FL 32501, has named S. Bussell located thereat as its registered agent to accept service of process within this state.

By: S. Bussell
S. Bussell
Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

VENTURE MANAGEMENT, INC.

By: S. Bussell
S. Bussell
Registered Agent

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