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TO: DIVISION OF CORPORATIONS

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PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: VENAMERICA MARKETING GROUP, INC.
AUDIT NUMBER.....H97000009044
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 3, 1997

*LUIS ALBERTO KOWALSKI-CARBONELL

9879 NOB HILL LANE
SUNRISE, FL 33351SUBJECT: VENAMERICA MARKETING GROUP, INC.
REF: W97000012876

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Beth Register
Corporate Specialist SupervisorFAX Aud. #: E97000009044
Letter Number: 397A00029781

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ARTICLES OF INCORPORATION OF
VENAMERICA MARKETING GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms the corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be:

VENAMERICA MARKETING GROUP, INC.

The principal place of business of this corporation shall be:

C/O: LUIS ALBERTO KOWALSKI-CARBONELL

9879 NOB HILL LANE, SUNRISE, FLORIDA 33351

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ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 per value per share, all of one class.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 9879 NOB HILL LANE, SUNRISE, FLORIDA 33351 and the name of the initial registered agent of the corporation at that address is LUIS ALBERTO KOWALSKI-CARBONELL

Prepared by:
Magda Montiel Davis, P.A.
2650 S.W. 27 Avenue, Ste. 304
Miami, Florida 33133
Attorney State License # 236901
(305) 446-1151

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

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/her pro rate share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have a board of directors consisting of no less than one director. The initial Board of Directors shall be:

LUIS ALBERTO KOWALSKI CARBONELL

9879 NOB HILL LANE, SUNRISE, FLORIDA 33351

ARTICLE VIII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: **LUIS ALBERTO KOWALSKI CARBONELL, 9879 NOB HILL LANE, SUNRISE, FLORIDA 33351**

ARTICLE IX. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

ARTICLE X. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

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IN WITNESS WHEREOF, We, the undersigned subscribers have hereunto set our hands and seals this 19th day of MAY 1997 for the purpose of forming this Corporation under the laws of the State of Florida.



LUIS ALBERTO KOWALSKI CARBONELL

PRESIDENT

STATE OF FLORIDA)

: SS

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of May, 1997. By LUIS ALBERTO KOWALSKI CARBONELL who is personally known to me and who did take an oath.

Notary Public, State of Florida at Large

My Commission Expires:

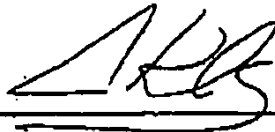
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ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

IN WITNESS WHEREOF I have hereby set my hand and seal this 19th day of May, 1997.



LUIS ALBERTO KOWALSKI CARBONELL

REGISTERED AGENT

Prepared by:
Magda Montiel Davis, P.A.
2650 S.W. 27 Avenue, Sta. 304
Miami, Florida 33133
Attorney State License # 236901

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TALLAHASSEE, FLORIDA

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