

P97000050817  
Gerald V. Walsh, P.A.  
Attorney at Law  
FILED

9500 N.W. 37TH COURT  
CORAL SPRINGS, FLORIDA 33065

97 JUN -9 PM 4:29

BROWARD (954)755-9310  
SECRETARY OF STATE (954)755-9294  
TALLAHASSEE, FLORIDA

June 5, 1997

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

Re: VENTURE QUEST INTERNATIONAL, INC.

500002205225--7  
-06/09/97--01012--016  
\*\*\*\*122.50 \*\*\*\*122.50

To the Secretary of State:

Enclosed please find an original and one copy of the  
Articles of Incorporation for the above-referenced corporation.

Also included is a check in the amount of One Hundred Twenty  
Two Dollars and Fifty Cents (\$122.50) representing the following:

Filing Fee	\$35.00
One Certified Copy	\$52.50
Registered Agent Fee	<u>\$35.00</u>
TOTAL	<u>\$122.50</u>

If you have any questions, please contact me.

Thank you.

Very truly yours,

  
Gerald V. Walsh

Enclosures: 3 as stated

GVW/aw

PK  
6/9/97

**ARTICLES OF INCORPORATION  
OF  
VENTURE QUEST INTERNATIONAL, INC.**

**FILED**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE I.  
NAME**

The name of the corporation is: VENTURE QUEST INTERNATIONAL, INC.

**ARTICLE II.  
PRINCIPAL OFFICE**

The principal office of the Corporation (or the mailing address) will be: 820 S. Flamingo Road, Fort Lauderdale, Florida 33325.

**ARTICLE III.  
DURATION**

The corporation shall exist in perpetuity.

**ARTICLE IV.  
PURPOSE**

The corporation is organized for the purposes of transacting any and all lawful business.

**ARTICLE V.  
CAPITAL STOCK**

The corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock which shall be designated "Common Shares".

**ARTICLE VI.  
RIGHT OF SHARES OF CAPITAL STOCK**

The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, each share having one vote. Nothing in these Articles shall be construed to allow cumulative voting of shares. Shareholders will not have pre-emptive rights.

**ARTICLE VII.  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial Registered Agent and Registered Office of the corporation are:

**NAME**

Gerald V. Walsh

**ADDRESS**

9500 N.W. 37th Court  
Coral Springs, FL 33065

**ARTICLE VIII.**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have Four Directors initially. The number of Directors may be changed by the By-Laws adopted by the corporation. The name and address of the Initial Directors appear below.

<u>NAME</u>	<u>ADDRESS</u>
JAKE BILLINGSLEY	436 Forest Lakes Dr. Bayfield, CO 81122
VIRGINIA L. BILLINGSLEY	436 Forest Lakes Dr. Bayfield, CO 81122
ROBERT DAVIS	120 Holly Avenue Plantation, Florida 33317
JANICE M. DAVIS	120 Holly Avenue Plantation, Florida 33317

**ARTICLE IX.**  
**INCORPORATION**

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
GERALD V. WALSH	9500 N.W. 37th Court Coral Springs, FL 33065

**ARTICLE X.**  
**BY-LAWS**

The power to adopt, alter, amend or repeal the By Laws shall be vested in the Directors.

**ARTICLE XI.**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE XII.**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall be deemed to commence on the Date of Filing of these Articles of Incorporation with the State of Florida.

The undersigned has executed these Articles of Incorporation this 5th day of June, 1997.

  
Gerald V. Walsh, Incorporator

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CERTIFICATE OF DESIGNATION


REGISTERED AGENT/REGISTERED OFFICE  
UPON WHOM PROCESS MAY BE SERVED.

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is VENTURE QUEST INTERNATIONAL, INC.

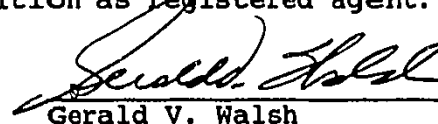
2. The name of the registered agent and office are:

Gerald V. Walsh  
9500 N.W. 37th Court  
Coral Springs, Florida 33065

  
\_\_\_\_\_  
Signature of Incorporator  
Gerald V. Walsh

Date: 6/5/97

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

  
\_\_\_\_\_  
Gerald V. Walsh  
Resident Agent

Date: 6/5/97