

PA 70000

Charter Number Only
86831

Requestor's Name
Eladio Armenta
Address
850 N. Miami Ave. #102
City State ZIP Phone
Miami, FL 33136
530-8787

VERIFICATION ONLY

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*****70.00 *****70.00

CORPORATION(S) NAME

Venamar Corporation

Empire Toll Free: 1-800-432-3028

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97 OCT -8 AM 11:21
TOLSON
SEC. OF STATE
MONTGOMERY

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
- After 4:30
- Pick Up
- Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Articles of Incorporation of
VENAMAR CORPORATION

ARTICLE I - NAME

The name of this Corporation is **VENAMAR CORPORATION**.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Florida Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of importing and exporting all types of merchandise, manufactured goods, and agricultural products, as well as transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of Ten Dollars (\$10.00) par value common stock which shall be designated as *Common Shares*.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, 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 VI - REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is Eladio Jose Armesto, 850 N. Miami Avenue, #102, Miami, FL 33136.

ARTICLE VII - MANAGEMENT OF CORPORATION

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders, or any class thereof, as the case may be, it is further provided:

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1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Bylaws.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three Directors constituting the initial Board of Directors. The number of directors may be either increased or decreased according to the Bylaws of the Corporation; however, there shall never be less than one Director nor more than five. The name, position, and address of each member of the initial Board of Directors of the Corporation are:

Adela Marcozzi
Director/President
850 N. Miami Avenue
Miami, FL 33136

Nelida Rosa Marquez
Director/Vice President
850 N. Miami Avenue
Miami, FL 33136

Antonino Marcozzi
Director/Secretary
850 N. Miami Avenue
Miami, FL 33136

ARTICLE IX - INCORPORATORS

The name and address of the Incorporators signing these articles is:

Adela Marcozzi
Director/President
850 N. Miami Avenue
Miami, FL 33136

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the Corporation named above, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Eladio Armesto

Eladio Jose Armesto
Registered Agent

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the First day of October, 1997.

Adela Marcozzi

Adela Marcozzi
Incorporator

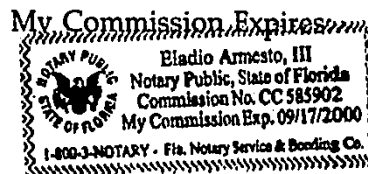
STATE OF FLORIDA }
 }
COUNTY OF DADE }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Adela Marcozzi, known to be and known to me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this First day of October, 1997.

Eladio Armesto

NOTARY PUBLIC, State of Florida at Large



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA