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The Law Offices of
JAMES C. McCLENDON II

1399 West State Road 434
Longwood, Florida 32750

Telephone and Fax Number
(407) 767-0660

October 24, 1997

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

500002336945--2
-11/03/97--01185--001
***122.50 ***122.50

Re: Incorporation of Venture Capital & Marketing Consultants, Inc.

Dear Sir or Madam,

Enclosed for filing, please find Articles of Incorporation and the Designation and Acceptance of Registered Agent. Also enclosed is my firm's check in the amount of \$122.50 for the filing fee and an additional copy of the Articles which I would appreciate having certified and returned to the above address. Thank you for your assistance. With kindest regards, I am

Very truly yours,


James C. McClendon II

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 AM 10:41

11-5-97
WS

ARTICLES OF INCORPORATION
FOR
VENTURE CAPITAL & MARKETING
CONSULTANTS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is:

Venture Capital & Marketing Consultants, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

**1608 Riveredge Road
Oviedo, Florida 32766.**

ARTICLE III - DIRECTORS

The name and address of the initial director is:

**Gary M. Smallwood
1608 Riveredge Road
Oviedo, Florida 32766.**

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ARTICLE IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any on time is TEN THOUSAND (10,000) shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is:

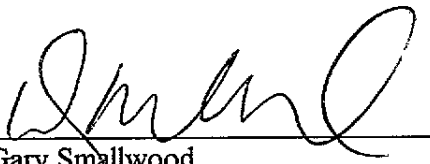
**Gary Smallwood
1608 Riveredge Road
Oviedo, Florida 32766.**

ARTICLE VI - INCORPORATOR

The name and address of the incorporator for this corporation is:

**Gary Smallwood
1608 Riveredge Road
Oviedo, Florida 32766**

The undersigned incorporator has executed these Articles of Incorporation this 24th day of October, 1997.



Gary Smallwood

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned individual submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

Venture Capital & Marketing Consultants, Inc.

The name and address of the registered agent is:

Gary Smallwood
1608 Riveredge Road
Oviedo, Florida 32766

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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..

Dated this 24th day of October, 1997.



Gary Smallwood