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MARK G. CARUSILLO

Attorney at Law

105 East Palmetto Park Road
Boca Raton, Florida 33432

Telephone: (561) 395-8386
Facsimile: (561) 362-8512

March 2, 1998

SENT VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Venture International, Inc.

800002445328--6

-03/03/98--01048--005

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

Dear Sir/Madam:

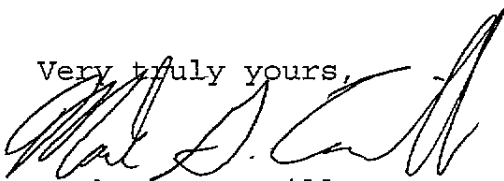
Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$70.00 representing payment of the following:

Filing fee: \$35.00
Registered Agent fee: \$35.00

Please file the original Articles of Incorporation and return a copy to the undersigned in the enclosed prepaid Federal Express envelope.

Thank you for your assistance in this matter.

Very truly yours,



Mark G. Carusillo
MGC:sm
Enclosures as noted.

C:\1998\venture.int\trans.ltr

EFFECTIVE DATE
2-24-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 PM 12:36

3-4-98
MS

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

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation shall be: Venture International, Inc.

ARTICLE TWO
PRINCIPAL OFFICE

The principal place of business of the corporation shall be: 4524 Forest Hill Boulevard, West Palm Beach, Florida 33415.

ARTICLE THREE
MAILING ADDRESS

The mailing address of the corporation shall be: 6163 Harbour Greens Drive, Lake Worth, Florida 33467.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To operate a gas station and convenience store located at 4524 Forest Hill Boulevard, West Palm Beach, Florida 33415.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

3. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FIVE
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000). Such shares shall be of a single class, and shall have a par value of \$1.00 per share, and all shares when issued shall be paid for and shall be fully non-assessable.

EFFECTIVE DATE
2-24-98

FILED
SECRETARY OF CORPORATIONS
DIVISION
98 MAR -3 PM 12:36

ARTICLE SIX
EFFECTIVE DATE

Pursuant to Section 607.0203, Florida Statutes the effective date of the corporation shall be five (5) business days prior to the date of the filing of these Articles of Incorporation.

ARTICLE SEVEN
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered are:

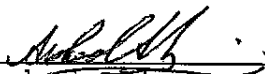
Arshad Ali
6163 Harbour Greens Drive
Lake Worth, Florida 33467

ARTICLE EIGHT
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Arshad Ali
6163 Harbour Greens Drive
Lake Worth, Florida 33467

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of March, 1998.



Arshad Ali

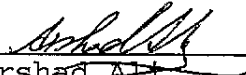
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation shall be: Venture International, Inc.
2. The name and Florida street address of the initial registered agent are:

Arshad Ali
6163 Harbour Greens Drive
Lake Worth, Florida 33467

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.



Arshad Ali

Date 3/2/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -3 PM 12:36