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98 AUG 19 PM 1:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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August 17, 1998

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

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-08/19/98--01073--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: VentureLtc Business Corporation

Dear Sir or Madam:

I enclose the original and one copy of the Articles of Incorporation and my check in the amount of Seventy Dollars (\$70.00) Dollars, computed as follows:

Filing Fee	35.00
Registered Agent Designation	35.00

If these meet with your approval, kindly return the certified copy of the Articles of Incorporation to my office.

Thank you.

Very truly yours,



Jane E. Hendricks

Enclosures

Jane  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT R/A Name  
DATE 8-20-98  
DOC. EXAM [initials]

8-20-98  
[initials]

**ARTICLES OF INCORPORATION  
OF  
VENTURELTC BUSINESS CORPORATION**

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**ARTICLE I - NAME**

The name of this corporation is **VentureLtc Business Corporation**. The principal office mailing address is 15424 NE 2nd Avenue North Miami Beach, Florida 33162.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of One penny (\$ 0.01) par value stock which shall be designated "COMMON SHARES."

**ARTICLE V - 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 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 - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 15424 NE 2nd Avenue North Miami Beach, Fl. 33162. The name and address of the initial

registered agent of this corporation is ~~Jane E. Hendricks~~ 15424 NE 2nd Avenue North Miami Beach, Fl. 33162.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial directors of this corporation are:

Estelle Gamez 15424 NE 2nd Avenue North Miami Beach, Fl. 33162.  
Emily J. Gomez 10151 SW 137 Place Miami, Fl. 33186  
Dion Sena 1301 NE 104 Street Miami Shores, Fl. 33138

#### **ARTICLE VIII - INCORPORATOR**

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

Jane E. Hendricks  
7436 SW 117 Avenue #170  
Miami, Fl. 33183

#### **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE X - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

#### **ARTICLE XI - SHAREHOLDER QUORUM AND VOTING**

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII - APPROVAL OF  
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - INDEMNIFICATION**

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

**ARTICLE XIV - AMENDMENT**

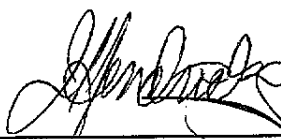
This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these articles of incorporation this 17th day of August, 1998.

  
\_\_\_\_\_  
Jane E. Hendricks

**ACCEPTANCE BY RESIDENT AGENT**

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.

  
\_\_\_\_\_  
REGISTERED AGENT

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