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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Venus Antique Production, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION 98 SEP -8 AM 9: 52
OF
VENUS ANTIQUE PRODUCTION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is:

VENUS ANTIQUE PRODUCTION, INC.

ARTICLE II - BEGINNING OF CORPORATE EXISTENCE & DURATION

The existence of this corporation shall commence on the date of filing of these Articles of Incorporation with the Florida Secretary of State and shall continue perpetually unless dissolved pursuant to Florida law.

ARTICLE III - MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the corporation is as follows:

1666 N.E. 123rd Street
North Miami, FL 33181

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of One (\$1.00) Dollar Par Value Voting Common Stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial Registered Agent of this corporation at such address are as follows:

Ana Maria Paternostro-Chiovaro
1666 N.E. 123rd Street
North Miami, FL 33181

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) initial director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one

Neisen O. Kasdin FL Bar Member 302783
Keith Mack LLP
200 South Biscayne Blvd., 20th Floor, Miami, FL 33131-2310
305-358-7605

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(1). The name and address of the initial director is as follows:

Ana Maria Paternostro-Chiovaro
1666 N.E. 123rd Street
North Miami, FL 33181

ARTICLE VII - INCORPORATOR

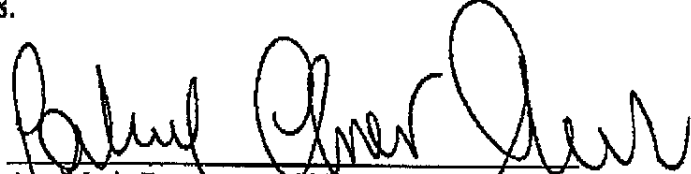
The name and address of the person signing these Articles is:

Ana Maria Paternostro-Chiovaro
1666 N.E. 123rd Street
North Miami, FL 33181

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of August, 1998.



Ana Maria Paternostro-Chiovaro, Incorporator
1666 N.E. 123rd Street
North Miami, FL 33181

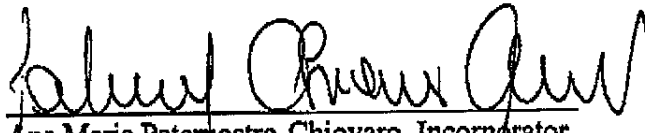
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

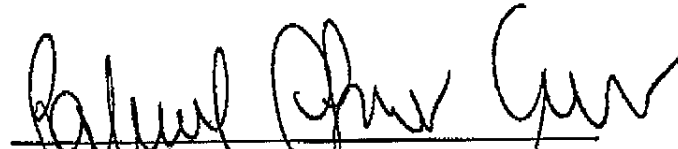
In compliant with Sections 607.0501 and 48.091, FLORIDA STATUTES, the following is submitted:

That **VENUS ANTIQUE PRODUCTION, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **Ana Maria Paternostro-Chiovaro**, located at 1666 N.E. 123rd Street, North Miami, FL 33181, its Registered Agent to accept service of process within the State of Florida.



Ana Maria Paternostro-Chiovaro, Incorporator
Date: 8/31/98

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



Ana Maria Paternostro-Chiovaro

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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