

P98000102770

CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Profit
PARTNERS

1.) Venture Insurance Group, Inc.
(CORPORATE NAME & DOCUMENT #)

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*****78.75 *****78.75

EFFECTIVE DATE
12-8-98

FILED
98 DEC -9 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

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12/9/98

2544

RECEIVED
98 DEC -9 MID:13
DIVISION OF CORPORATION

"When you need ACCESS to the world"
CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1998

CORPORATE ACCESS, INC.
1116-D THOMASVILLE RD
TALLAHASSEE, FL

SUBJECT: VENTURE INSURANCE GROUP, INC.
Ref. Number: W98000027533

Corporate
12/9/98
(Signature)

We have received your document for VENTURE INSURANCE GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 198A00058142

RECEIVED
98 DEC -9 PM 4:19
CORPORATE ACCESS, INC.
TALLAHASSEE, FL

Articles of Incorporation
of
VENTURE INSURANCE PARTNERS, INC.

FILED
98 DEC -9 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under the laws of the State
of Florida:

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

Venture Insurance Partners, Inc.

EFFECTIVE DATE
12-8-98

ARTICLE II. MAILING ADDRESS OF CORPORATION

The mailing address of this Corporation is:

c/o Marc H. Auerbach, Esq.
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE III. CAPITAL STOCK

The Corporation's authorized capital stock and the characteristics of such stock shall
be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100,000	\$.001	Common Voting
100,000	\$.001	Common Non-Voting

The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IV. COMMENCEMENT AND TERM OF EXISTENCE

This Corporation shall commence its corporate existence on December 8, 1998. This Corporation shall have perpetual existence.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Marc H. Auerbach, Esq.
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE VI. BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Marc H. Auerbach, Esq.
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE VIII. AMENDMENT

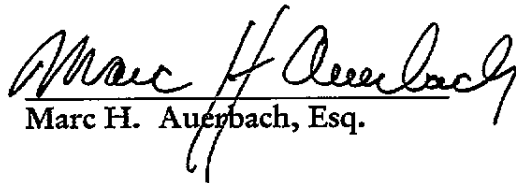
These Articles of Incorporation may be amended in the manner prescribed by law, except that upon the issuance of shares, every amendment must be approved by the Board of Directors of the Corporation before it is submitted to the shareholders of the Corporation for their approval.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of December 8, 1998.

By:


Marc H. Auerbach, Esq.

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

FILED

98 DEC -9 PM 4:30

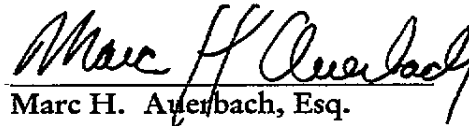
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida

Statutes:

Having been appointed registered agent of Venture Insurance Partners, Inc.-its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

By:


Marc H. Auerbach, Esq.

Dated: December 8, 1998