

P98000/06333
HAZEL & THOMAS
A PROFESSIONAL CORPORATION
ATTORNEYS & COUNSELORS AT LAW

December 18, 1998

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VIA FEDERAL EXPRESS

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Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: 11405 Ventures, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above referenced corporation, a check for \$78.75 payable to the Florida Department of State. After filing the articles, please send a certified copy of the Articles and the Certificate of Incorporation to me at the following address:

Kathleen L. Cerveny, Esq.
Hazel & Thomas, P.C.
3110 Fairview Park Drive
Suite 1400
Fairfax, Virginia 22042.

If you have any questions concerning this matter, please call me.

Yours very truly,

Hazel & Thomas, P.C.

Kathleen L. Cerveny
Kathleen L. Cerveny

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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KLC:sw

Enclosures

cc: Stephanie Giallourakis

3110 Fairview Park Drive Suite 1400 P.O. Box 12001 Falls Church Virginia 22042
Tel: 703-641-4200 Fax: 703-641-4340 E-mail: lawinfo@hazelthomas.com
Alexandria, Fairfax, Leesburg, Prince William, Richmond

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ARTICLES OF INCORPORATION
OF
11405 VENTURES, INC.

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DIVISION OF CORPORATIONS
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ARTICLE I - NAME AND ADDRESS

The name and mailing address of the principal office of this Corporation is: 11405 Ventures, Inc., 1545 Pleasant Grove Drive, Dunedin, Florida 34698.

ARTICLE II - COMMENCEMENT

This Corporation shall commence existing on the date of the filing with the Office of the Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK


This Corporation is authorized to issue 10,000 shares, \$.001 par value per share, common stock, which shall be designated "Common Stock."

ARTICLE V - INITIAL REGISTERED OFFICE, AGENT AND ACCEPTANCE

The street address of the initial registered office of this Corporation is 1545 Pleasant Grove Drive, Dunedin, Florida 34698, and the name of the initial registered agent of this Corporation is Stephanie E. Giallourakis.

ACCEPTANCE

I hereby an familiar with an accept the duties and responsibilities as registered agent for said corporation.



Stephanie E. Giallourakis

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The name and address of said director is:

<u>Name</u>	<u>Address</u>
Stephanie E. Giallourakis	1545 Pleasant Grove Drive Dunedin, Florida 34698

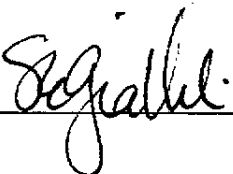
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ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Stephanie E. Giallourakis	1545 Pleasant Grove Drive Dunedin, Florida 34698

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 16 day of December, 1998.



Stephanie E. Giallourakis