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January 13, 1998

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

100002743981--8
-01/15/99--01064--023
*****78.75 *****78.75

RE: Venus Properties, Inc.

Gentlemen:

Enclosed is the original and a copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and our client's check made payable to your order to cover the following items:

1.	Filing	\$ 35.00
2.	Certified copy of the Articles of Incorporation	8.75
3.	Registered Agent Designation	<u>35.00</u>
	TOTAL	\$ 78.75

Please send us a certified copy of the Articles of Incorporation.

Sincerely,

David M. Presnick

Enclosures
cc: Louis M. Agnone

FILED
99 JAN 15 PM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 21 1999

ARTICLES OF INCORPORATION
OF
VENUS PROPERTIES, INC.

FILED
99 JAN 15 PM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1
Name

The name of the corporation is **VENUS PROPERTIES, INC.**

Article 2
Duration

The duration of this corporation is perpetual. The date and time of commencement is the time these Articles are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, but if not filed within five (5) days, the time of filing with the Department of State.

Article 3
General Purposes

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

Article 4
Shares

The aggregate number of shares of stock which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

Article 5
Principal Office and Registered Agent

The street address of the principal office of the corporation is 201 N. Clyde Morris Boulevard, Daytona Beach, Florida 32114-2734. The name of the initial registered agent of the corporation is Louis M. Agnone, whose address is 201 N. Clyde Morris Boulevard, Daytona Beach, Florida 32114-2734.

Article 6
Directors

The number of directors constituting the initial board of directors is four (4), and the names and addresses of the persons who are to serve as members thereof are as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Gregory J. Stella	201 N. Clyde Morris Boulevard Daytona Beach, Florida 32114-2734
Louis M. Agnone	201 N. Clyde Morris Boulevard Daytona Beach, Florida 32114-2734
Harry Moulis	201 N. Clyde Morris Boulevard Daytona Beach, Florida 32114-2734
Donato R. Ricci	201 N. Clyde Morris Boulevard Daytona Beach, Florida 32114-2734

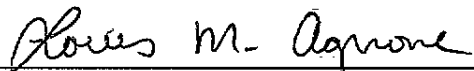
The number of directors may be changed from time to time by the bylaws.

Article 7
Incorporator

The name and street address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

<u>NAME</u>	<u>STREET ADDRESS</u>
Louis M. Agnone	201 N. Clyde Morris Boulevard Daytona Beach, Florida 32114-27344

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and hereby executes the foregoing Articles of Incorporation under the laws of the State of Florida this 8th day of January, 1999.



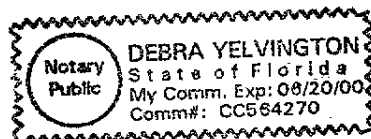
Louis M. Agnone

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 8th day of January, 1999, by Louis M. Agnone, who is personally known to me, and who did not take an oath.



NOTARY PUBLIC



CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT AND STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 48.091, *Florida Statutes*, **VENUS PROPERTIES, INC.** hereby designates Louis M. Agnone and 201 N. Clyde Morris Boulevard, Daytona Beach, Florida 32114-2734, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

VENUS PROPERTIES, INC.

By: *Louis M Agnone*
Louis M. Agnone

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of **VENUS PROPERTIES, INC.** for service of process within the State of Florida.

Louis M Agnone
Louis M. Agnone

FILED
99 JAN 15 PM 7:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA