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LAW OFFICES OF ARTHUR C. KOSKI, P.A.

ATTORNEYS AT LAW

EUROBANK BUILDING, STE. 200
566 YAMATO ROAD
BOCA RATON, FL 33431

FRANK J. BADACH, P.A.

TELEPHONE (561) 362-9800
TELECOPIER (561) 362-9870

February 25, 1999

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

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-03/01/99--01064--018
*****78.75 *****78.75

RE: Venango Realty Corp.

Dear Sir or Madam:

EFFECTIVE DATE
02-25-99

Enclosed please find the following with regard to incorporation of the aforesaid:

1. Original and (1) copy of Articles of Organization for Vanango Realty Corp. and Designation of Registered Agent:
2. Check for \$78.75;
3. Stamped addressed envelope for conformed copy.

Please file these Articles and Designation of Registered Agent and return one certified copy to the undersigned.

If you have any further questions, please advise.

Sincerely yours,

Frank J. Badach

Frank J. Badach
FJB/se

Encl.

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CLERK OF STATE
DIVISION OF CORPORATIONS
99 MAR - 1 PM 2:43

ARTICLES OF INCORPORATION

OF

VENANGO REALTY CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of this corporation is Venango Realty Corp.

ARTICLE II

This corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue 1,000 shares of one cent (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or service performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be EuroBank Building, 568 Yamato Road, Ste. 200, Boca Raton, Florida, 33431.

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial director who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Carmine P. Giordano, Director
EuroBank Building, 568 Yamato Road
Ste. 200, Boca Raton, Florida, 33431

ARTICLE VII

The corporation may indemnify any present or former officer or director or person exercising power and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is:

Carmine P. Giordano, Director
EuroBank Building, 568 Yamato Road
Ste. 200, Boca Raton, Florida, 33431

ARTICLE XI

The street address of the initial registered office of the corporation is EuroBank Building, 568 Yamato Road, Ste. 200, Boca Raton, Florida, 33431, and the name of the initial registered agent of the corporation at that address is Frank J. Badach.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 25th day of February, 1999.



Frank J. Badach

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) ss.

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared on this day, Frank J. Badach, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

Witnessed my hand and official seal this _____ day of February, 1999 in Boca Raton, Palm Beach County, Florida.

Notary Public, State of Florida

() Personally known or () Produced Identification
Type of Identification: _____

CERTIFICATE OF REGISTERED AGENT

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



Frank J. Badach
Registered Agent

Dated: February 25, 1999

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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