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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

VENCOM VENTURES CORP.

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|-----------------------|---------|
| Certificate of Status | 0 |
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ARTICLES OF INCORPORATION

OF

VENCOM VENTURES CORP.

ARTICLE I - NAME

The name of this corporation is: Vencom Ventures Corp.

ARTICLE II- PURPOSES

This corporation is organized for the following purposes:

To do any and all business that is legal in the State of Florida whatsoever.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a nominal or par value of \$1.00 each share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6361 Sunset Drive, City of South Miami, County of Dade, State of Florida and the name of the initial registered agent of this corporation at this address is Desiree H. Gonzalez as its agent to accept service of process within this state.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this corporation is: 6361 Sunset Drive
South Miami, Florida 33143

This document was prepared by BRIAN S. HELLER, ESQ., Florida Bar No. 858277
155 South Miami Avenue, #1100, Miami, Florida 33130 (305) 374-6288 Fax (305) 374-2289

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ARTICLE VI

It is the intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two director initially. 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. The name and address of the initial directors of this corporation are:

NAME

ADDRESS

Desiree H. Gonzalez
Jose Martinez

6361 Sunset Drive. So. Miami, FL. 33143
Multicentro Macaracuay, Piso 8, #1
Caracas, Venezuela

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is: Desiree H. Gonzalez
6361 Sunset Drive, South Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles
of Incorporation of VENCOM VENTURES CORP. this first day of June, 1999.


SUBSCRIBER

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ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.



REGISTERED AGENT

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