P9900055828

VENTURES IN CAPITAL, INC.

3250 LAKEVIEW BLVD.; DELRAY BEACH, FLORIDA 33445 PHONE: 561-499-3370 FAX: 561-495-5054

Email:BobFine@AOL.COM

June 16, 1999

Florida Dep't of State Division of Corporations POB 6327 Tallahassee, FL 32314

Re: Incorporation

Enclosed is an signed original and one copy of the Articles of Incorporation and the Certificate of Designation, together with a check for \$122.50.

Please expedite the establishment of this corporation.

Thank you for your cooperation and prompt attention in this matter.

ROBERT G. FINE

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SLUNGIANT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Ventures In Capital, Inc.

The undersigned acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE 1 - CORPORATE NAME

The name of the corporation is Ventures In Capital, Inc.

ARTICLE 2 - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE 3 - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE 4 - CAPITAL STOCK

The corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.

ARTICLE 5 - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and the initial mailing address is: 3250 Lakeview Blvd., delray beach, Florida, 33445.

ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the na,e of the initial registered agent at the office is: Robert G. Fine, 3250 Lakeview Blvd., Delray Beach, Florida, 33445

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

This corporation shall have one 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 (1). The name and address of the initial director of the corporation is as follows:

Robert G. Fine, 3250 Lakeview Blvd, Delray Beach, FL. 33445

ARTICLE 8 - INCORPORATOR

The name and address of the incorporator signing these Article of Incorporation is as follows:

Robert G. Fine, 3250 lakeview Blvd., Delray Beach, Fl 33445.

The undesigned incorporator has executed these Article of Incorporation this 16 day of June, 1999.

Robert 4 Fine (Signature)

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Ventures in Capital, Inc.

Pursuant to Florida States Sections 48.901 and 607.0501, 1 following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 3250 Lakeview Blvd., Delray beach, FL 33445, has named Robert G. Fine located at the aforesaid address, as its registered agent to accept service of process within this State.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

June 16, 1999

ROBERT G. FINE