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THE LAW OFFICES OF  
ROBERT B. RESNICK, P.A.

3020 NW 33<sup>rd</sup> Avenue  
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June 28, 1999

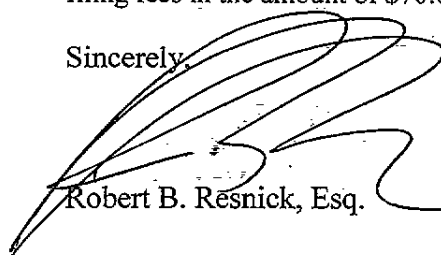
New Corporations Division  
Division of Corporations  
409 E. Gains Street  
Tallahassee, FL 32399

Re: Vencraft, Inc.

Dear Sirs:

Enclosed please find the articles of incorporation for Vencraft, Inc., together with a check for filing fees in the amount of \$70.00. I request that you file the articles at your earliest convenience.

Sincerely,

  
Robert B. Resnick, Esq.

Encls.

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-07/02/99-01074-005

\*\*\*\*\*70.00 \*\*\*\*\*70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/8/99 TS

**Articles of Incorporation  
of  
Vencraft, Inc.**

The undersigned natural person, having capacity and acting as the incorporator of this corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for this Corporation, to wit:

**Article One - Name and Address:** The name of the corporation is **Vencraft, Inc.** whose mailing is 4510 Inverrary Blvd., Lauderhill, FL 33319.

**Article Two - Commencement:** The corporation is to commence its existence upon the filing of these articles by the Department of State, and will exist perpetually thereafter unless earlier dissolved in a manner prescribed by law.

**Article Three - Purpose and Duration:** The purpose of the corporation is to engage in for profit, any lawful act or activity for which corporations may be organized under the laws of the Florida General Corporation Act, and the corporation shall have such powers as are necessary to effectuate the purpose herein stated.

**Article Four - Capital Stock:** The maximum number of shares which the corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares one (\$1.00) dollar par value common stock.

**Article Five - Preemptive Rights:** The shareholders of any class or series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest share) at the price it is offered to others, for any unauthorized, but unissued common or treasury stock of the corporation to be issued.

**Article Six - Management:** The activities and affairs of the corporation shall be managed by a board of directors, the number of which shall be from time to time fixed by the by-laws of the corporation; but in no event shall the number be less than one (1). The Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation. The initial Board of Directors shall consist of one (1) director, whose name and address is as follows:

**Melba Nelson** 4510 Inverrary Blvd., Lauderhill, FL 33319

**Article Seven - Indemnification:** The corporation shall have the power to enter into an indemnity agreement with any officer, director or registered agent, or any former officer or director, indemnifying the same to the fullest extent permitted by law.

**Article Eight - Initial Registered Agent and Office:** The initial registered agent of the corporation and the street address of the initial registered office of the corporation in the State of Florida is:

**Robert B. Resnick** 3020 N.W. 33rd Avenue  
Fort Lauderdale, Florida 33311

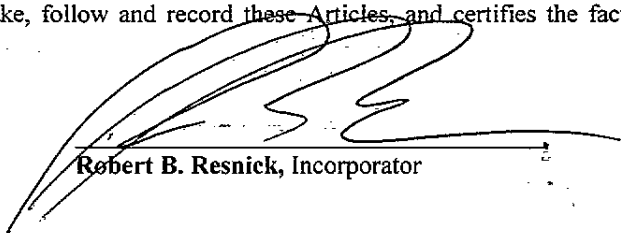
**Article Nine - Incorporator:** The name and address of the incorporator thereunder is:

**Robert B. Resnick** 3020 N.W. 33rd Avenue  
Fort Lauderdale, Florida 33311

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now, or hereafter prescribed by the State of Florida, and all rights and powers conferred on the directors and shareholders herein are granted subject to this reservation.

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IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby make, follow and record these Articles, and certifies the facts herein stated are true.

  
Robert B. Resnick, Incorporator

State of Florida }  
                              } SS:  
County of Broward }

BEFORE ME, the undersigned authority, a notary public, in and for the State of Florida, at large, personally appeared **Robert B. Resnick**, who identified himself with a Florida driver's license, and who acknowledged execution of the foregoing instrument for the purposes therein contained.

WITNESS my hand and official seal in the State and County last aforesaid, this 28 day of June, 1999.

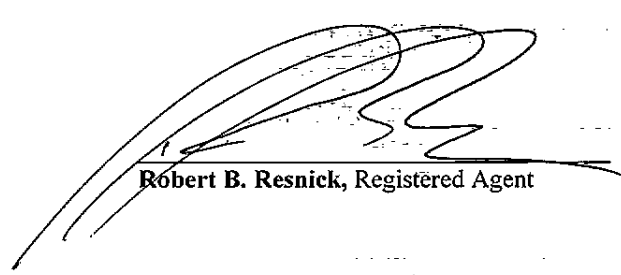


Michael Mansueto  
My Commission CG609251  
Expires December 19, 2000

  
Notary Public

Acceptance by Registered Agent

I, **Robert B. Resnick, Esquire** hereby accepts the position of Registered Agent for the corporation to be known as **Vencraft, Inc.**, and I agree to perform the duties of registered agent as required by the laws of the State of Florida.

  
Robert B. Resnick, Registered Agent

State of Florida }  
                              } SS:  
County of Broward }

BEFORE ME, the undersigned authority, a notary public, in and for the State of Florida, at large, personally appeared **Robert B. Resnick, Esq.**, who identified himself with a Florida driver's license, and who acknowledged execution of the foregoing instrument for the purposes therein contained.

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