

# P99000064225

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H99000017742 0)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 922-4001

**From:**

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL 20 AM 11:18

FILED

## FLORIDA PROFIT CORPORATION OR P.A.

### VEN-AM HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

5

H99000017742

ARTICLES OF INCORPORATION  
OF  
VEN-AM HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

99 JUL 20 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Article I

*NAME*

The name of the Corporation is **VEN-AM HOLDINGS, INC.** and the principal address is 5820 SW 11 Street, Miami, Florida 33144.

*DURATION*

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of State.

Article III

*NATURE OF BUSINESS*

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

*CAPITAL STOCK*

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of stock with one dollar (\$1.00) per value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Cumulative voting. Cumulative voting shall not be permitted.

William J. Sanchez  
10621 N. Kendall Drive Suite 211  
Miami, FL 33176  
Tel: 305-598-6577 Fax 305-598-3988  
FL Bar No. 749060

H99000017742

H99000017742

**Article V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5820 SW 11 Street, Miami, Fl 33144 and the name of the initial registered agent of this corporation is William J. Sanchez.

**Article VI**

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
William J. Sanchez President	5820 SW 11 Street Miami, Fl 33144
Jeff O'Neill Vice-President and Secretary	5820 SW 11 Street Miami, fl 33144

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, and agents to the full extent permitted by law.

**Article VII**

**BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend, or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

H99000017742

H99000017742

**Article VIII**

**INCORPORATOR**

William J. Sanchez,  
10621 N. Kendall Drive Suite 211  
Miami, Florida 33176

**Article IX**

**AMENDMENT**

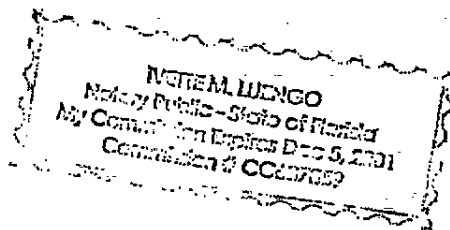
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the incorporator has executed these Articles of Incorporation the 19th day of July, 1999.

State of Florida                    )  
  ) SS  
County of Dade                    )

The following instrument was acknowledged and personally known before me this 19th day of July, 1999.

  
NOTARY PUBLIC, State of Florida



H99000017742

H99000017742

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

In compliance with Section 48, 901, Florida Statutes, the following is submitted.

**VEN-AM HOLDINGS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, with office located at 5820 SW 11 Street, Miami, FL 33144, has designated William J. Sanchez, as its agent and accept service of process within Florida.

Incorporator:



William J. Sanchez

Date: 7/19/99

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete of my duties.



William J. Sanchez

Date: 7/19/99

**FILED**

99 JUL 20 AM 11:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H99000017742