

LAW OFFICES  
K.E. PANTARIDIS & ASSOCIATES, P.A.

K.E. PANTARIDIS

ORLANDO PROFESSIONAL CENTER  
1720 SOUTH ORANGE AVENUE  
SUITE 302  
ORLANDO, FLORIDA 32806

(407) 425-5775

September 9, 1999

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-09/13/99--01061--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

**RE: Articles of Incorporation of  
Venture Capital Associates, Inc.**

Gentlemen: =

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Registered Agent, together with a check in the amount of \$78.75, regarding the above-referenced matter. This check represents the cost of the filing fees and a Certificate of Status.

Please return a Certificate of Status to our offices, along with a receipt for the filing.

Thank you for your help and cooperation.

Very truly yours,

  
K. E. PANTARIDIS

KEP:sh -----

Enclosure -----

**FILED**  
99 SEP 13 AM 7:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
VENTURE CAPITAL ASSOCIATES, INC.**

**FILED**  
99 SEP 13 AM 7:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is "VENTURE CAPITAL ASSOCIATES, INC. "

**ARTICLE II - DURATION**

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

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the Initial Registered Agent and Registered Office of this Corporation is:

Name: K. E. PANTARIDIS, ESQ.  
Address: K. E. PANTARIDIS & ASSOCIATES, P.A.  
1720 S. Orange Avenue, Suite 302  
City: Orlando, FL 32806

**ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION**

The principal office of VENTURE CAPITAL ASSOCIATES, INC. is as follows:

1720 S. Orange Avenue  
Suite 302  
Orlando, FL 32806

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) 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:

Name: K. E. PANTARIDIS  
Address: 1720 S. Orange Avenue  
Suite 302  
City: Orlando, FL 32806

#### **ARTICLE VIII - INCORPORATOR**

The incorporator of VENTURE CAPITAL ASSOCIATES, INC. is:

Name: K. E. PANTARIDIS  
Address: 1720 S. Orange Avenue  
Suite 302  
City: Orlando, FL 32806

#### **ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

#### **ARTICLE X - ELECTION OF BOARD OF DIRECTORS**

Changes in the number of directors or in the initial Board of Directors shall be by vote of the shareholders and shall require a majority vote to effect a change.

#### **ARTICLE XI - DECISIONS OF BOARD OF DIRECTORS**

Decisions of the Board of Directors effecting the nature of the business of the Corporation or dissolution of the Corporation shall require a majority vote to be effective.

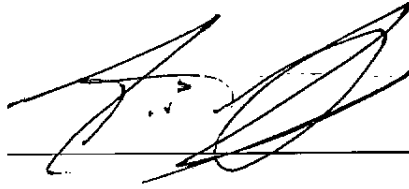
#### **ARTICLE XII - ACTIONS BY DIRECTORS WITHOUT A MEETING**

Members of the Board of Directors of this Corporation may take action by written consent, as provided by law.

#### **ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone, as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3 day August, 1999.



STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this  
31<sup>st</sup> day of August, 1999, by K. E. PANTARIDIS, who is personally  
known to me...

  
Notary Public

My Commission Expires:

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CRYSTALE V. HALE  
Notary Public, State of Florida  
My comm. exp. June 1, 2003  
Comm. No. CC842195

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT  
CERTIFICATE OF REGISTERED AGENT  
OF VENTURE CAPITAL ASSOCIATES, INC.**

**FILED**  
99 SEP 13 AM 7:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 48.091 and 60.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation, 1720 S. Orange Avenue, Suite 302, Orlando, FL 32806, has named K. E. PANTARIDIS, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

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



K. E. PANTARIDIS  
Registered Agent