

P99000085086

Mary Ellen Padgett
280 S.W. 120 Street
Miami, FL 33176
(305) 259-3304

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Michelle Milligan
Document Specialist

FILED
99 SEP 23 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: INVERSIONES VENUSA, INC.
Ref. Number: W99000019421
Letter Number: 599A00042156

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*****78.75 *****78.75

Dear Ms. Milligan:

In response to your letter dated August 23, 1999, the English translation for "INVERSIONES VENUSA, INC." is Investments VENUSA, Inc. Venusa is short for Venezuela and U.S.A. The telephone number where I may be contacted is (305) 259-3304.

Should you need any further information, please do not hesitate to contact me.

Very truly yours,

Mary Ellen Padgett

W99-19421

R. VARNADORE SEP 27 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 23, 1999

MARY ELLEN PADGETT
10280 S.W. 120 ST.
MIAMI, FL 33176

SUBJECT: INVERSIONES VENUSA, INC.
Ref. Number: W99000019421

We have received your document for INVERSIONES VENUSA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 599A00042156

**ARTICLES OF INCORPORATION
OF
INVERSIONES VENUSA, INC.**

FILED
99 SEP 23 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation: INVERSIONES VENUSA, INC.

ARTICLE ONE - NAME

The name of the corporation is:

INVERSIONES VENUSA, INC.

ARTICLE TWO - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE THREE - NATURE OF BUSINESS

This corporation is organized to engage in any and all lawful activity or business permitted under the laws of the United States of America and the State of Florida for which a corporation may be incorporated.

ARTICLE FOUR - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of \$1.00 par value, common stock.

ARTICLE FIVE - INITIAL CAPITAL

The amount of capital with which the corporation will begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE SIX - ADDRESS

The initial address of the principal office of this corporation is:

10280 S.W. 120 Street
Miami, FL 33176

ARTICLE SEVEN - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation shall be One (1). The number of Directors may either be increased or decreased as provided in the Bylaws. The name and address of the initial Director of this Corporation is:

MARY ELLEN PADGETT
10280 S.W. 120 Street
Miami, FL 33176

ARTICLE EIGHT - INCORPORATOR

The name and address of the person subscribing to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARY ELLEN PADGETT	10280 S.W. 120 Street Miami, Florida 33176

ARTICLE NINE - REGISTERED AGENT

The name and address of the Registered Agent for service of process of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
MARY ELLEN PADGETT	10280 S.W. 120 Street Miami, Florida 33176

ARTICLE TEN

These Articles of Incorporation shall be effective upon filing with the Secretary of State of the State of Florida. This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE ELEVEN - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on this 12th day of August, 1999.


As Incorporator

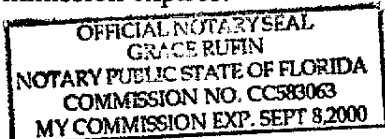

As Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared, MARY ELLEN PADGETT, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of INVERSIONES VENUSA, INC., and she acknowledged before me that he did freely and voluntarily execute the said Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid, this 12th day of August, 1999.

My commission expires:




NOTARY PUBLIC STATE OF FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
INVERSIONES VENUSA, INC.

FILED
99 SEP 23 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuant of Chapter 48, Florida Statutes, the following is submitted in compliance with said Act:

That INVERSIONES VENUSA, INC., is desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation at the City of Miami, County of Miami-Dade, State of Florida, and has named MARY ELLEN PADGETT, 10280 S.W. 120 Street, Miami, Florida 33176, as its Registered Agent to accept service of process within the State.

ACKNOWLEDGMENT

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 said Act relative to keeping open said office.



MARY ELLEN PADGETT