



THE UNITED STATES  
CORPORATION  
COMPANY

P99000095590

ACCOUNT NO. : 072100000032

REFERENCE : 444943 4329325

AUTHORIZATION *Patricia Puyet*

COST LIMIT : \$ 78.75

ORDER DATE : October 29, 1999

ORDER TIME : 11:48 AM

ORDER NO. : 444943-005

400003029294--6

CUSTOMER NO: 4329325

CUSTOMER: Scott Glazier, Esq  
BRANT MOORE MACDONALD & WELLS,  
BRANT MOORE MACDONALD & WELLS,  
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC FILING

NAME: VENUS MANUFACTURING GROUP,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED  
99 OCT 29 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 OCT 29 PM 1:04  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

56-01  
10/31

**VENUS MANUFACTURING, INC.**  
11711 Marco Beach Drive, Suite 6  
Jacksonville Florida 32224-7615

October 21, 1999

Secretary of State of Florida  
Corporate Division  
Department of State  
George Firestone Building  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Venus Manufacturing Group, Inc.

Dear Sir/Madam:

This letter is to serve as authorization and approval for a new corporation having a Board of Directors of Roger R. Reifensnyder, to use the name Venus Manufacturing Group, Inc. pursuant to their Articles of Incorporation and pursuant to the approval of Venus Manufacturing, Inc.'s Board of Directors and stockholders.

If you have any questions regarding the approval stated above, please do not hesitate to call.

Very truly yours,

VENUS MANUFACTURING, INC.

By: 

Roger R. Reifensnyder

Its: President

SLG/rlp  
151774.1

ARTICLES OF INCORPORATION  
OF  
VENUS MANUFACTURING GROUP, INC.

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FILED  
99 OCT 29 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Venus Manufacturing Group, Inc.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 10,000 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 11711 Marco Beach Drive, Suite 6, Jacksonville, Florida 32224-7615. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

Roger R. Reifensnyder  
11711 Marco Beach Drive, Suite 3100  
Jacksonville, FL 32224-7615

ARTICLE IX - INCORPORATOR

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

Roger R. Reifensnyder  
11711 Marco Beach Drive, Suite 3100  
Jacksonville, FL 32224-7615

ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 North Laura Street, Suite 3100, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is Brant, Moore, Macdonald & Wells, P.A.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

  
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Roger R. Reifensnyder  
Incorporator (SEAL)

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Venus Manufacturing Group, Inc. a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

Brant, Moore, Macdonald & Wells, P.A.

By: Scott L. Glaziek  
Scott L. Glaziek  
Its: Vice President

151760.1

FILED  
OCT 29 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA