

P99000096018

TRANSMITTAL LETTER

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

SUBJECT: Venture Concepts Management, Inc.
(Proposed corporate name - must include suffix)

200003029532--1
-10/29/99--01078--010
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: James A. Culmer
Name (Printed or typed)

915 N.W. 1st Avenue, # H2903
Address

Miami, Florida 33136
City, State & Zip

(305) 372-2391
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

99 OCT 29 PM 3:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
11-1-99
5

ARTICLES OF INCORPORATION

FOR

VENTURE CONCEPTS MANAGEMENT, INC.

FILED
99 OCT 29 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator of these Articles is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is VENTURE CONCEPTS MANAGEMENT, INC. (hereinafter, Corporation).

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE OF CORPORATION

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

ARTICLE IV - PRINCIPAL BUSINESS

The address of the principal office of the Corporation is 915 Northwest First Avenue, Suite H2903, Miami, Florida 33136 and the mailing address is P.O. Box 11-2521 Miami, Florida 33111 - 2521.

ARTICLE V - INCORPORATOR

The name and street address of the Incorporator of the Corporation is James Culmer whose address shall be the same as the principal office of the Corporation.

ARTICLE VI - OFFICERS

The officers of the Corporation shall be:

President - James A. Culmer
Secretary - James A. Culmer
Treasurer - James A. Culmer

6.1 The shareholders of this Corporation may elect and if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

6.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation as provided in the Sub-chapter S of the Internal Revenue Code of 1986, as amended.

6.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

ARTICLE VII - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of the stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principle office of the Corporation.

ARTICLE VIII - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things neccessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IX - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person whose name any share or right is registered on the books of the Corporation as the names thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 915 Northwest First Avenue, Suite H2903, located at Miami Dade County, Florida 33136. The name and address of the registered agent of this Corporation is James A. Culmer, 915 N.W. 1st Avenue, #H2903, Miami, Florida 33136.

ARTICLE XI - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XIII - AMENDMENT

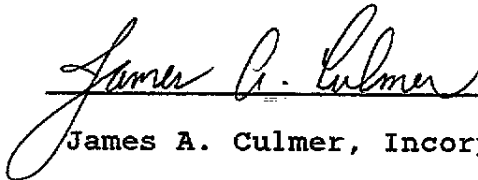
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XIV - SHARES OF STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock.

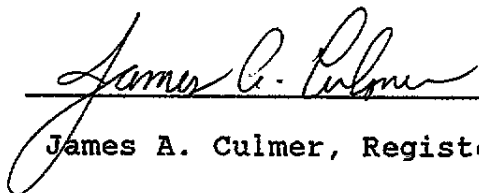
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99 OCT 29 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, I have hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation
under the laws of the State of Florida, this 22 June 1999.


James A. Culmer, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named to accept service of process for VENTURE CONCEPTS
MANAGEMENT, INC., at the place designated in ARTICLE X, Agrees to
accept this capacity, and agrees to comply with the provisions of
Registered Agent under the applicable provisions of the Florida
Statututes.


James A. Culmer, Registered Agent