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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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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

FLORIDA PROFIT CORPORATION OR P.A.

VENTURE IMPORTS, INC.

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**ARTICLES OF INCORPORATION
OF
VENTURE IMPORTS, INC.**

The undersigned, acting as Incorporator of a corporation pursuant to chapter Florida statutes, adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of the Corporation is **VENTURE IMPORTS, INC.**

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the corporation is:

6161 WEST 14Th Ct.
Hialeah, FL 33012

**ARTICLE III
PURPOSE & TERM**

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

**ARTICLE IV
MANNER OF ELECTION OF DIRECTORS**

The members of the Board of Directors will be elected every two (2) years in a special meeting to be held the second Tuesday of the month of January of every year as stated in the by laws of the corporation.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the corporation is:

Oswaldo N. Soto, Esq.
2151 Lejeune Road, Suite 310
Coral Gables, FL 33134

This instrument was prepared by:
Oswaldo N. Soto, Esq.
2151 Lejeune Road, Suite 310
Coral Gables, FL 33134

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ARTICLE VI
LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 607, Florida Statutes, unless limited as follows: NONE

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) 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 (1). The name and address of the initial Directors of this corporation is :

<u>NAME</u>	<u>ADDRESS</u>
Isidoro Perez	6161 West 14th Ct.
President	Hialeah, FL 33012
Secretary	
Treasurer	

ARTICLE VIII
BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE X
CAPITAL STOCK

This corporation s authorized to issue fifty (50) shares at Ten Dollars (\$10.00) par value. The initial capital is Five Hundred Dollars(\$500.00).

ARTICLE XI2
PRINCIPAL CORPORATION ADDRESS

The principal address of the corporation is:

6161 West 14th Ct.
Hialeah, FL 33012

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ARTICLE XII
PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of ny 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 XIII
INCORPORATOR

The name and address of the Incorporator who has executed this Articles of Incorporation:

Oswaldo N. Soto
2151 Lejeune Road, Suite 310
Coral Gables, FL 33134

ARTICLE XIV
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation, this ____ day of November, 1999.


Oswaldo N. Soto

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES. DATED THIS ____ DAY OF November, 1999.


Oswaldo N. Soto

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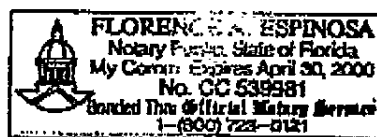
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared Osvaldo N. Soto, who is personally known to me, or () who produced a Florida driver's license as identification and who did not take an oath on this ____ day of November, 1999.

Florence A. Espinosa

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



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