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LAZARUS CORPORATE FILING SERVICE, INC.

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(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VENTURE DESIGNS USA INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-12/27/99--01017--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 27, 1999

LAZARUS

MIAMI, FL

SUBJECT: VENTURE DESIGNS USA INC.

Ref. Number: W99000029399

We have received your document for VENTURE DESIGNS USA INC.. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

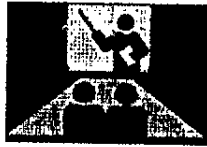
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 499A00060214

RECEIVED  
99 DEC 28 AM 11:45  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION  
OF  
VENTURE DESIGNS USA INC.**

**FILED**  
99 DEC 28 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED subscribers to these ARTICLES OF INCORPORATION are natural persons competent to contract and hereby form a corporation for profit under chapter 607 of the Florida Statutes.

**ARTICLE 1 ■ NAME**

The name of the corporation is Venture Designs, USA.

**ARTICLE 2 PURPOSES OF CORPORATION**

The corporation shall engage in any activity or business permitted under the laws of the UNITED STATES and the STATE OF FLORIDA.

**ARTICLE 3 ■ PRINCIPAL OFFICE**

The address of the principal office is 2117 NW 20 Street, Miami, Florida 33142.

**ARTICLE 4 ■ INCORPORATORS**

The name and street address of the Incorporators are Emmanuel Ventura, whose address are 11339 SW 132 Place, Miami, Florida, 33186 and Erika Bonilla, whose address is 11339 SW 132 Place, Miami, Florida 33186.

**ARTICLE ■ 5 BOARD OF DIRECTORS**

The initial board of directors of the corporation shall be Emmanuel Ventura ,President and Erika Bonilla,Vice-President, whose address shall be the same as the principal office of the corporation.

**ARTICLE 6 ■ CORPORATE CAPITALIZATION**

- 6.1 The maximum numbers of shares that this corporation is authorized to have outstanding at any time is FIVE HUNDRED of COMMON SHARES; each share having the par value of ONE DOLLAR (\$1.00)
- 6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.
- 6.3 The board of directors of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable subject to such restrictions or limitations, if any, as

may be set forth in the by-laws of the corporation.

The board of directors of the corporation may, by articles supplementary classify or reclassify any unused stock from time by setting or changing the preference, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

**ARTICLE 7 ■ SUB-CHAPTER ■ S ■ CORPORATION**

The corporation may elect to be an ■ S■ corporation, as provided in Sub-Chapter ■ S■ of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this corporation may elect and, is 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.

7.2 After this corporation has elected to be an ■ S■ corporation, none of the shareholders of this corporation, without written consent of the other 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 Sub-Chapter ■ S■ corporation, of the Internal Revenue Code of 1986, as amended.

7.3 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 represent by this Certificate cannot be transferred and such transfer would be taxed under Sub-Chapter S of the Internal Revenue Code of 1986 as amended.

#### ARTICLE 8 ■ POWERS OF CORPORATION

The corporation shall have the same powers as an individual to do all things necessary 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 9 ■ TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE 10 ■ TITLE

The corporation, to the extent permitted by the By-laws, shall be entitled to treat the person whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interested in, such share or right on the part of any other person, whether or not the corporation shall have notice thereof.

#### ARTICLE 11 ■ REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the principal office of this corporation is 2117 NW 20 Street, Miami, Florida, 33186. The name and address of the initial registered agent is Emmanuel Ventura whose address is 2117 N.W. 20 Street, Miami, Florida 33142.

In pursuance of Chapter 43.091, Florida Statutes, the following is submitted in compliance with said act.

First, Venture Designs USA<sup>INC</sup> desiring to form a corporation under the laws of the state of Florida with its principal office as indicated in the Articles of Incorporation, at the city of Miami, Florida, County of Dade, has designated Emmanuel Ventura as its Registered agent to accept service of process within this state. 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 provision of said act relative to keeping open said office.

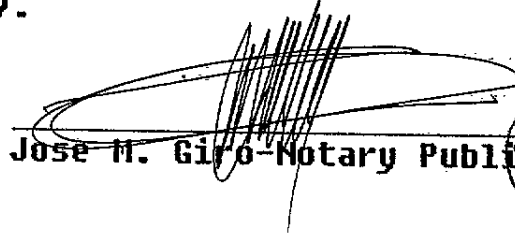
  
Emmanuel Ventura

State of Florida  
Ss

County of Dade

I hereby certify that on this 22ND day of December 1999 before me, a Notary Public duly authorized in the State and County name above to take acknowledgments, personally appeared Emmanuel Ventura to me known to be the person described as Registered Agent in this document and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State above, this 22nd day of December, 1999.

  
Jose M. Giro-Notary Public



JOSE M. GIRO SANTOS  
My Comm Exp. 10/15/99  
Bonded By Service Ins  
No. CC501924

☒ Personally Known ☐ Other I. D.

**ARTICLE 12 ■ BY-LAWS**

The board of directors of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the by-laws 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 directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the by-laws.

**ARTICLE 13 ■ EFFECTIVE DATE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin, shall be when these Articles of Incorporation are received and accepted by the Secretary of State of Florida.

**ARTICLE 14 ■ AMENDMENT**

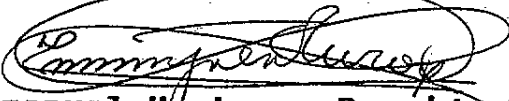
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, or to add any provision to these Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statutes 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.

IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and file the foregoing



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Articles of Incorporation under the laws of the State  
of Florida, this 22nd day of December 1999.



Emmanuel Ventura, President



Erika Bonilla, Vice-President

FILED  
99 DEC 28 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA