

FILED/EFFECTIVE

**ARTICLES OF INCORPORATION
Of
VENEZIANO HOLDINGS, INC.**

2002 APR 22 PM 3: 05

**ARTICLE I
NAME**

SECRETARY OF STATE
STATE OF IDAHO

The name of the Corporation is **VENEZIANO HOLDINGS, INC.**

**ARTICLE II
DURATION**

The Corporation shall exist perpetually until such time as the real estate subject of this corporation shall have been disposed of.

**ARTICLE III
PURPOSE**

The corporation is organized for the following purposes:

1. To purchase and develop for real estate in and through Idaho. Each preferred shareholder shall receive a pro-rated distribution from the net proceeds of sales assets real and otherwise upon in dissolution of the corporation.
2. To carry on any other business necessary to effectuate the above stated purpose.

**ARTICLE IV
CAPITAL STOCK**

A) Common voting shares: The Corporation is authorized to issue shares of no-par value common stock, which shall be designated "common voting shares".

B) Preferred Non-Voting Shares: The corporation is authorized to issue a 1,000,000 shares of \$1 par-preferred non-voting stock, which shall be designated "Preferred Non-Voting Shares".

C) Preferred Class Series A Non-Voting Shares: The corporation is authorized to issue 500,000 shares of \$1 par-preferred series non-voting stock, which shall be "Preferred Non-Voting Shares".

Pursuant to I.C. ~ 30-1-15, Preferred stock shall have preference in the assets of the corporation over any other class or classes of shares upon the voluntary or involuntary liquidation of the corporation.

Consistent with the purpose of the Corporation, each preferred shareholder shall receive a pro-rata distribution from the net proceeds of sale of the property subject of this corporation.

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Preferred stock shall not be redeemable for cash or other consideration until such time as the property subject of this corporation has been sold.

PREEMPTIVE RIGHTS

No preemptive rights.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be fewer than three (3). The following initial directors shall serve as directors until the first annual meeting of common share holders or until successors be elected and qualify:

NAME	ADDRESS
Giuseppe Veneziano	403 E. Fairview #24, Meridian, ID 83642
Carmello Veneziano	42100 Reggio Emilia P.I. 01916620352 Italy
Lawanda Briscoe	2399 S. Orchard Ste. #203 Boise, ID 83705

ARTICLE VII REGISTERED AGENT, INCORPORATOR and REGISTERED OFFICE

1. The registered agent is: Giuseppe Veneziano
2. The address of the registered office is:

2399 S. Orchard, Ste.# 203,
Boise, ID 83705

ARTICLE VIII BY LAWS

The power to adopt, alter, amend, or repeal By-laws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

**ARTICLE IX
LIMITED DIRECTOR LIABILITY**

The personal liability for a Director to the Corporation or its share holders for monetary damages for breach of fiduciary duty as a Director shall be limited to the fullest extent of the law as provided in Idaho Code Section 30-1-54 (2).

**ARTICLE X
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a unanimous vote of the Board of Directors, and a two-thirds majority vote of the preferred shareholders.

**ARTICLE XI
AUTHORITY**

The incorporator shall have authority to endorse, cash, deposit and negotiate all checks, cash and negotiable instruments on behalf of the corporation.

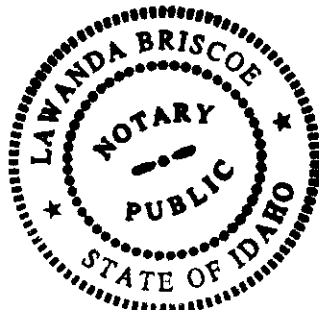
IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE articles of Incorporation this 22 day of April, 2002.

STATE OF Idaho)
) ss.
COUNTY OF Ada)

Giuseppe Veneziano
Giuseppe Veneziano

BEFORE ME, a Notary Public in and for said county and state, personally appeared Giuseppe Veneziano, known to me and known by me to be the persons who executed the forgoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation for the purpose set forth therein.

IN WITNESS WHEREOF, I have hereinto set my hand and affixed my official seal, in the state and county aforesaid, this 22 day of April, 2002.



[Signature]
Notary Public
My Commission Expires: 10/15/05