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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

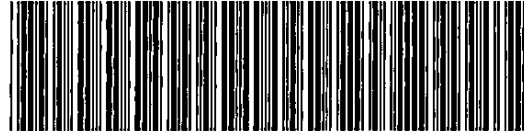
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10/20/06--01041--030 **1535.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 OCT 20 AM 8:25

EFFECTIVE DATE
10-31-06

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Valley Management, L.P.
(Name of Foreign Limited Partnership or Limited Liability Limited Partnership)

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida. Please return all correspondence concerning this matter to:

Mark R. Dern
(Contact Person)

Market Corporation
(Firm/Company)

7777 Glades Road, Suite 207A
(Address)

Boca Raton, FL 33434
(City, State and Zip Code)

For further information concerning this matter, please call:

Mark R. Dern at (561) 883-0740
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$1,000.00 Filing Fees (\$965 Filing Fee and \$35 Registered Agent Fee)
- \$1,008.75 Filing Fees and Certificate of Status
- \$1,052.50 Filing Fees and Certified Copy
- \$1,061.25 Filing Fee, Certified Copy, and Certificate of Status

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 25, 2006

MARK R. DERN
MARKET CORPORATION
7777 GLADES ROAD, SUITE 207A
BOCA RATON, FL 33434

SUBJECT: VALLEY MANAGEMENT, L.P.
Ref. Number: W06000046822

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We have received your document for VALLEY MANAGEMENT, L.P. and your check(s) totaling \$3070.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability limited partnership must have an active registration/filing on file with this office before this filing can be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please return 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) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 506A00063469

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

1. Valley Management, L.P.

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)
Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.
Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P.
or LLLP.

Dern Valley Management, L.P.

(If name unavailable, name under which the limited partnership or limited liability limited partnership
proposes to register to transact business in Florida; must contain acceptable suffix.)

2. Delaware

(State or Country of Formation)

3. May 12, 2000

(Date of Formation)

4. Alvin Dern

(Name of Registered Agent for Service of Process)

5. 7777 Glades Road, Suite 207A

(Florida street address for Registered Agent)

Boca Raton, FL 33434

6. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.



Signature of Registered Agent

7. 7777 Glades Road, Suite 207A

(Principal office address)

Boca Raton, FL 33434

8. If limited partnership is a limited liability limited partnership, check box

EFFECTIVE DATE

10-31-00

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(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

11. Effective date, if other than the date of filing: October 31, 2006

(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 18th day of October, 2006

Signature of a general partner:

Market Corporation by
Albert Chen, as Secretary Treasurer

Filing Fees: \$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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DIVISION OF CORPORATIONS

9. same as principal office address

(Mailing address)

10. Name, principal office address, and mailing address of each general partner:

Market Corporation

(Name)

7777 Glades Road, Suite 207A

(Street Address)

Boca Raton, Florida 33434

same as above

(Mailing Address)

FOLD000007222

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

(Name)

(Street Address)

(Mailing Address)

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DIVISION OF CORPORATIONS

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VALLEY MANAGEMENT, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF OCTOBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "VALLEY MANAGEMENT, L.P." WAS FORMED ON THE TWELFTH DAY OF MAY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

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DIVISION OF CORPORATIONS
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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5119509

DATE: 10-17-06