

OFFICE USE ONLY(DOCUMENT #)

LAZARUS CORPORATE FILING SERVICE

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MIAMI, FLORIDA (305)552-5973

OFFICE USE ONLY

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

1. VALLEJOS & ASSOCIATES, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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

Examiner's Initials

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2005 FEB 23 P 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
VALLEJOS & ASSOCIATES, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the information, rights, privileges, immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

VALLEJOS & ASSOCIATES, INC.

ARTICLE II

The corporation will engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The Corporation is authorized to issue and have outstanding and aggregate number of FIVE HUNDRED (500) shares of one class of common stock, having a par-value of ONE (\$ 1.00) DOLLAR per share.

This consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V

The Name and Address of the Registered Agent in the STATE OF FLORIDA are:

ODALYS VALLEJOS

2465 SW 18 Ave. #3109
Miami, Fl. 33145

The PRINCIPAL OFFICE: 2465 SW 18 Ave. # 3109
Miami, Fl. 33145

Having been named Initial Registered Agent to accept service of process of the Corporation at the Initial Registered Office designated in these Articles of the Incorporation, I hereby accept such and consent to act in this capacity and agree to comply with all the requirements of the Law pertaining thereto.



ODALYS VALLEJOS

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Corporation is one, the number of Directors may be increased or decreased from time to time By the Laws but shall never be less than one.

ARTICLE VII

The name and addresses of the members of the Initial Board of Directors are:

NAME:	ADDRESS:
ODALYS VALLEJOS (President)	2465 SW 18 Ave. # 3109 Miami, Fl. 33145
CIRO VALLEJOS (Vice-president)	2465 SW 18 Ave. # 3109 Miami, Fl. 33145

ARTICLE VIII

The name and addresses of the Incorporators executing these Articles of Incorporation are:

NAME:	ADDRESS:
ODALYS VALLEJOS	2465 SW 18 Ave. # 3109 Miami, Fl. 33145
CIRO VALLEJOS	2465 SW 18 Ave. # 3109 Miami, Fl. 33145

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ARTICLE IX

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The names and addresses of the subscribers to the Articles of Incorporation, and the number of shares of stock that they agree to take are as follows:

CLERK OF PUBLIC LIBRARY OF STATE
TALLAHASSEE, FLORIDA

NAME:	ADDRESS	SHARES	CASH VALUE
ODALYS VALLEJOS	2465 SW 18 Ave. Apt. # 3109 Miami, Fl. 33145	250	\$ 250.00
CIRO VALLEJOS	2465 SW 18 Ave. Apt. # 3109 Miami, FL. 33183	250	\$ 250.00

ARTICLE X

The stock of the corporation may be issued pursuant to the provisions under *1244 of the Internal Revenue Code in order for the stockholders of the corporation may be receive the benefits thereunder.

IN WITNESS WHEREOF: We have hereunto set our hands and seals this 12th day of February, 2005.



ODALYS VALLEJOS



CIRO VALLEJOS