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2005 AUG 15 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: VAL'S Upholstery, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Doug Fee
Name (Printed or typed)

921 Cowlick Bend Circle #201
Address

Nearles, FL 34110
City, State & Zip

(239) 513-1040
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED

ARTICLES OF INCORPORATION

OF

VAL'S UPHOLSTERY, INC.

2005 AUG 15 AM 8: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, Carlos F. Argoti, competent to contract for the purpose of forming a corporation under the laws of the state of Florida, adopts the following Articles of Incorporation:

ARTICLE I

The name of the proposed corporation is: Val's Upholstery, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States of America and the state of Florida.

ARTICLE III

The total number of shares of stock which the corporation shall have the authority to issue is 100 shares at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital which the corporation shall begin business is \$100.00.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principle place of business of this corporation shall be located at 1455 Railhead Blvd #26, Naples, Florida 34110. The corporation may have such other places of business within and without the state of Florida, or in foreign countries as may be necessary or convenient, as may be determined by the stockholders of the corporation.

ARTICLE VII

The number of directors of this corporation shall be 2.

ARTICLE VIII

The name and mailing address of the first board of directors of this corporation who shall hold office for the first year of existence of the corporation or until his successor(s) is elected and qualified is:

Carlos F. Argoti
28088 Mango Drive
Bonita Springs, Florida 34134

Julie Cook
28088 Mango Drive
Bonita Springs, Florida 34134

ARTICLE IX

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be managed under the direction of the shareholders, and not a Board of Directors. The relative rights, powers and duties of the shareholders shall be set forth in the Shareholder Agreement.

ARTICLE X

The name and address of the Officers , who shall hold office for the first year of existence of the corporation or until his successor elected is:

Carlos F. Argoti
28088 Mango Drive
Bonita Springs, Florida 34134
President

Julie Cook
28088 Mango Drive
Bonita Springs, Florida 34134
Vice Pres/Secretary/Treasurer

ARTICLE XI

The registered office for the corporation in the State of Florida is to be located at 1455 Railhead Blvd #26, County of Collier, State of Florida. The registered agent in charge thereof is Carlos F. Argoti, located 28088 Mango Drive, Bonita Springs, Florida 34134, County of Lee.

ARTICLE XII

The name and address of the incorporator is as follows:

Carlos F. Argoti
28088 Mango Drive
Bonita Springs, Florida 34134

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of August, 2005.



Carlos F. Argoti x

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST, Val's Upholstery, Inc., desiring to organize under the laws of the state of Florida, with its principle office as indicated in the in the Articles of Incorporation, County of Collier, State of Florida, has named Carlos F. Argoti, located at 28088 Mango Drive, Bonita Spring, Florida 34134 County of Lee as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I, Carlos F. Argoti hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


_____ X
Carlos F. Argoti