

L99000003524



**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 276003 4303929

AUTHORIZATION :

Patricia Pajuta

COST LIMIT : \$ 337.50

ORDER DATE : June 16, 1999

ORDER TIME : 10:38 AM

ORDER NO. : 276003-005

300002906553--6

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson

GREENBERG TRAUIG

GREENBERG TRAUIG

1221 Brickell Avenue

20th Floor

Miami, FL 33131

RECEIVED

99 JUN 16 PM 12:13

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME:

VALI LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
Name *6/16/99* PLAIN STAMPED COPY
Availability *Yes* CERTIFICATE OF GOOD STANDING

Document CONTACT PERSON: Christine Lillich

Examiner DCC

EXAMINER'S INITIALS: _____

Underer DCC

Modeler
Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 16 PM 2:05

FILED

L99000003524

ARTICLES OF ORGANIZATION

OF

VALI LLC

ARTICLE I

The name of the limited liability company (hereinafter called the "limited liability company") is VALI LLC.

ARTICLE II

The address of the principal office and the mailing address of the limited liability company is 934 Crandon Boulevard, # 35 Key Biscayne, FL 33149.

ARTICLE III

The period of duration for the limited liability company shall be perpetual.

ARTICLE IV

The limited liability company is to be managed by the managers and the names and addresses of such managers who are to serve as managers are:

Valerie Nunez
1640 Tigertail Road
Coconut Grove, FL 33133

Allison Tobin
100 Ocean Lane Drive # 502
Key Biscayne, FL 33149

ARTICLE V

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

FILED
99 JUN 6 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

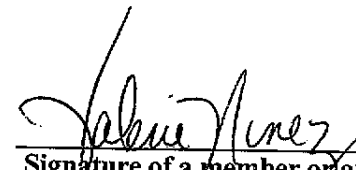
ARTICLE VI

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

ARTICLE VII

The undersigned member or authorized representative of a member of VALI LLC certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0.00
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 100.00
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 16 PM 2:05

FILED



Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

VALI LLC

2. The name and the Florida street address of the registered agent and office are:

CORPORATION SERVICE COMPANY

(Name)

1201 Hays Street

Florida street address (P.O. Box **NOT** Acceptable)

Tallahassee

Florida

32301

City/State/Zip Code)

Having been named as the registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Laura R. Dunlap
(Registered Agent's Signature)

Date: June 16, 1999

Its Agent, Laura R. Dunlap

Filing Fee: \$ 35 for Designation of Registered Agent

FILED
99 JUN 16 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA