

EFFECTIVE DATE

1-19-00

LAW OFFICES OF

BLOOM & MINSKER
ATTORNEYS AND COUNSELORS AT LAW

1401 BRICKELL AVENUE • SUITE 700
MIAMI, FLORIDA 33131-8508

KENNETH M. BLOOM*
JOSEPH N. MINSKER, P.A.
*BOARD CERTIFIED IN TAXATION

TELEPHONE: (305) 371-6800
FAX: (305) 371-6876
E-MAIL: miamilaw@earthlink.net

January 18, 2000

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

300003106423--8
-01/21/00--01071--019
*****78.75 *****78.75

Re: Incorporation of Valley Consultants, Inc.
Our File No. 95291.01

Gentlemen:

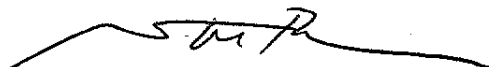
Enclosed for filing are:

1. Original and one copy of the Articles of Incorporation of Valley Consultants, Inc.;
2. Check in the amount of \$78.75 in payment of:
 - (a) filing fees & registered agent designation - \$70.00
 - (b) certified copy - \$8.75.

Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,



KENNETH M. BLOOM

KMB/do
Enclosures
cc: Howard I. Verb, CFP
C:\MAIN\BLOOM\Valley\SecyState.wpd

FILED
00 JAN 21 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/27/00

EFFECTIVE DATE
1-19-00

ARTICLES OF INCORPORATION
OF
VALLEY CONSULTANTS, INC.

FILED
00 JAN 21 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is VALLEY CONSULTANTS, INC.

ARTICLE II - PRINCIPAL OFFICE AND
MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the Corporation is 22 Horseshoe Drive,
Poughkeepsie, New York 12603.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one class of stock. The capital stock
authorized, the par value thereof and the characteristics of such stock shall be as follows:

10,000 shares of common stock - par value One Dollar (\$1.00).
5,000 shares shall be voting shares, and 5,000 shares shall be
non-voting shares. There shall be no more than 75 shareholders
at any one time. All shares of stock shall be appropriately
designated at time of issuance, as voting or non-voting shares.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The initial registered office is located at 1401 Brickell Avenue, Suite 700, Miami,
Florida 33131. The name of the initial registered agent of this Corporation at that address is
Kenneth M. Bloom. Said registered agent is familiar with and accepts the obligations of that

position.

ARTICLE V - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is
Kenneth M. Bloom, 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (4) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
JAMES M. CHIRICO	106 Greenview Dr. Winter Haven, FL 33881
STANLEY STEINBERG	14 Gerry Road Poughkeepsie, New York 12603
WILLIAM M. HENRY	16 Fieldstone Blvd. Wappingers Falls, New York 12590
JOHN DEHO	974 Wildwood Drive Melbourne, Florida 32940

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

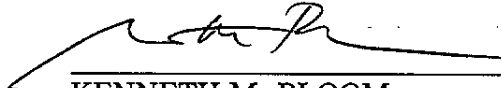
ARTICLE VIII - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date of subscription to these Articles if filed within five (5) days with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of January, 2000.


KENNETH M. BLOOM
INCORPORATOR

STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 19 day of January, 2000 by KENNETH M. BLOOM, Incorporator in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation and who personally appeared before me at the time of notarization, and who is personally known to me and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 19 day of January, 2000.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE
Printed Name: _____

My Commission Expires:

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

VALLEY CONSULTANTS, INC., having appointed the undersigned as its Registered Agent and Kenneth M. Bloom, as its registered officer, the undersigned hereby accepts said appointment and agrees to act in said capacity.


KENNETH M. BLOOM

FILED
00 JAN 21 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA