

# VALLE & CRAIG, P.A.

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LAWRANCE B. CRAIG, III  
TIMOTHY MAZE HARTLEY  
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MICHAEL J. LYNOTT  
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REPLY TO:

P.O. BOX 113009  
MIAMI, FL 33111-3009

June 1, 2000

Florida Department of State  
Division of Corporations  
New Filings  
409 East Gaines Street  
Tallahassee, FL 32399

100003275601--6  
-06/02/00-01103-004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: New Corporation Filing  
Valle Holdings II, Inc.

Dear Sir or Madam:

Enclosed please find the following items for incorporating Valle Holdings II, Inc.:

1. Articles of Incorporation of Valle Holdings II, Inc.
2. Consent to Serve as Registered Agent for Valle Holdings II, Inc.
3. Check #2092 for Seventy Dollars (\$70.00) representing fees for:
  - a. Filing Fees - \$35.00
  - b. Registered Agent Designation \$35.00

Thank you for your attention to this matter. Please also send us a stamped, filed copy of the Articles in the enclosed envelope. If you have any questions, please give me a call at (305) 373-2888.

Very truly yours,

  
LAURENCE F. VALLE

LFV\dyc  
Enclosures

FILED  
00 JUN -2 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cc  
4-12-00  
5  
no copy

ARTICLES OF INCORPORATION  
OF  
VALLE HOLDINGS II, INC.

[ONE CLASS OF STOCK]

FILED  
00 JUN -2 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be VALLE HOLDINGS II, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is one thousand (1,000) shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

#### ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (" 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses is as follows:

Laurence F. Valle  
10024 S.W. 130<sup>th</sup> Terrace  
Miami, Florida 33176

Christopher J. Valle  
10150 S.W. 137<sup>th</sup> Court  
Miami, Florida 33186

ARTICLE X

The initial registered agent of the corporation is TIMOTHY M. HARTLEY, ESQ. The street address of the corporation's initial registered office is: 80 SW 8th St., Suite 2520, Miami, Dade County, FL 33130.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be:

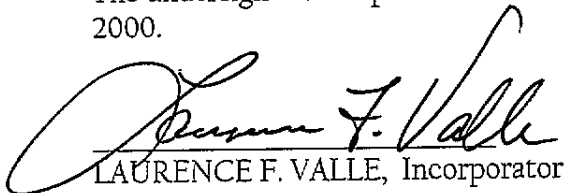
10024 S.W. 130<sup>th</sup> Terrace  
Miami, Florida 33176

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is:

Laurence F. Valle  
10024 S.W. 130<sup>th</sup> Terrace  
Miami, Florida 33176

The undersigned incorporator has executed these Articles of Incorporation this 15 day of June, 2000.

  
LAURENCE F. VALLE, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
VALLE HOLDINGS II, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Date: June 1, 2000

  
Timothy M. Hartley  
Signature of Registered Agent

FILED  
00 JUN -2 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA