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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001
From: **IRMA REYES**
Account Name : TEW & BEASLEY, L.L.P.
Account Number : 073674003226
Phone : (305) 536-1112
Fax Number : (305) 536-1116
FILE # 20599.020

**FLORIDA PROFIT CORPORATION OR P.A.
VALUE PRODUCTS CORPORATION**

Certificate of Status	1
Certified Copy	1
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ARTICLES OF INCORPORATION
OF
VALUE PRODUCTS CORPORATION

ARTICLES I - NAME

The name of the Corporation is: VALUE PRODUCTS CORPORATION.

ARTICLES II - DURATION

This Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - MAILING ADDRESS

The initial mailing address is:
1655 S.W. 21 Street
Miami, Florida 33145

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ARTICLE V - CAPITAL STOCK

This Corporation is authorized to have issued 500 shares of common stock, each having One (\$1.00) Dollar par value.

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of this Corporation is:

Peter Valori
1655 S.W. 21 Street
Miami, Florida 33145

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have One (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws. The name and address of the initial Director of this Corporation is:

NAME

ADDRESS

Peter Valori

1655 S.W. 21 Street
Miami, Florida 33145

ARTICLE VIII - BY-LAWS

The By-Laws of this Corporation shall be adopted by the Directors. By-Laws may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative,

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and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Peter Valori
1655 S.W. 21 Street
Miami, Florida 33145

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

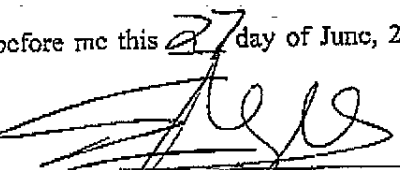
IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 27 day of June, 2000.


PETER VALORI

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27 day of June, 2000 by Peter Valori, who is personally known to me.




NOTARY PUBLIC
Print Name IRMA M REYES
My commission expires:

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

VALUE PRODUCTS CORPORATION, is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named PETER VALORI, located at 1655 S.W. 21 Street, Miami, Florida 33145, as its agent to accept service of process within Florida.

Dated: June 27, 2000

By: 
PETER VALORI, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated: June 27, 2000

By: 
PETER VALORI
Registered Agent

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