

PD/000076849

Valeo Corporation
8488 Somerset Dr.
Largo, FL 33773

July 5, 2001

800004511208--5
-08/01/01--01058--002
*****70.00 *****70.00

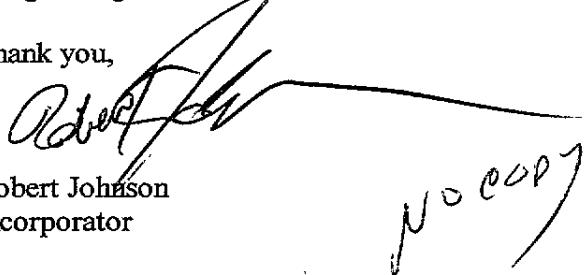
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: NEW FILING

To Whom It May Concern:

Please accept the attached articles of incorporation, certificate of designation of registered agent/registered office, and a check for \$70.00.

Thank you,


Robert Johnson
Incorporator

FILED
01 AUG -1 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch AUG 6 2001

ARTICLES OF INCORPORATION
OF
VALEO CORPORATION

FILED
01 AUG -1 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation is Valeo Corporation.

ARTICLE II

ADDRESS

The initial mailing address is:

8488 Somerset Dr.
Largo, FL 33773

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue 10,000,000 shares of no par value common stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent office of this corporation is 10200 Gandy Blvd. N., Suite 1314, St. Petersburg, FL 33702, and the name of its initial registered agent of this corporation at that address is Jaime Rios.

ARTICLE V

INCORPORATOR

The name and address of each person signing these Articles is:

Robert Johnson	8488 Somerset Dr. Largo, FL 33773
----------------	--------------------------------------

ARTICLE VI

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VII

DURATION

This corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of Florida.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Robert Johnson	8488 Somerset Dr. Largo, FL 33773

ARTICLE IX

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

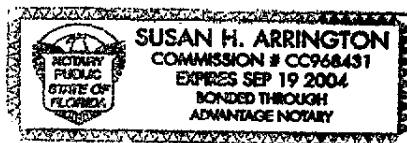
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 27 day of July, 2001.


Robert Johnson

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to and subscribed before me this 27th day of July, 2001, by Robert Johnson, who is personally known to me.

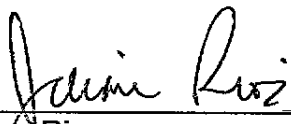

Notary Public



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Valeo Corporation, which is contained in the foregoing Articles of Incorporation.

Dated this 9 day of July, 2001.



Jaime Rios
as Registered Agent