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March 11, 2002

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

100005099721--1
-03/13/02--01055--009
*****78.75 *****78.75

Re: Valhalla Design Enterprises, Inc.

EFFECTIVE DATE
03-11-02

Dear Sir or Madam:

Enclosed are the original and one copy of the proposed Articles of Incorporation for the above named corporation.

I would appreciate your filing these documents upon receipt and forwarding one certified copy of the Articles of Incorporation to me by U.S. Mail on the date of filing.

I have enclosed a check in the amount of \$78.75 for all costs, including filing fees.

Thank you for your assistance in this matter.

With kindest regards,

Bradford B. Gornito

Bradford B. Gornito
BBG/ml
Enclosures

FILED
02 MAR 13 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bm 3/20

ARTICLES OF INCORPORATION
OF
VALHALLA DESIGN ENTERPRISES, INC.

EFFECTIVE DATE
03-11-02

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

ARTICLE I
NAME

The name of this corporation shall be:

Valhalla Design Enterprises, Inc.

ARTICLE II
PRINCIPAL OFFICE

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

105 Balboa Court
Sanford, FL 32773

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 105 Balboa Court, Sanford, FL 32773, and the name of the initial registered agent of the corporation at that address is Michael J. Detuccio.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
TERM OF EXISTENCE

This corporation shall commence March 11, 2002, and shall have perpetual existence.

ARTICLE VI
NUMBER OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by the Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII
DIRECTORS

The names and addresses of the initial Directors of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name</u>	<u>Address</u>
Michael J. Detuccio	105 Balboa Court Sanford, FL 32773
Karl A. Strawn	4953 Nolan Road Sanford, FL 32773

ARTICLE VIII
OFFICERS

The names and addresses of the initial Officers of this corporation, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

<u>Name and Address</u>	<u>Office</u>
Michael J. Detuccio 105 Balboa Court Sanford, FL 32773	President, Secretary and Treasurer

Karl A. Strawn
4953 Nolan Road
Sanford, FL 32773

Vice President

ARTICLE IX INCORPORATOR

The name and street address of the incorporator signing these articles are:

Name

Address

Michael J. Detuccio

105 Balboa Court
Sanford, FL 32773

ARTICLE X AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

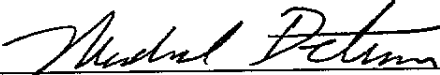
ARTICLE XI BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

ARTICLE XII INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by the law.

The undersigned incorporator has executed these Articles of Incorporation this 9 day of March, 2002.


Michael J. Detuccio

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged before me this 9th day of March, 2002, by Michael J. Detuccio, who is personally known to me or produced FL Drivers License as identification, and who did not take an oath.

Michele Le Clerc

Notary Public
State of Florida at Large
My Commission Expires:



Michele Le Clerc
MY COMMISSION # CC810463 EXPIRES
April 28, 2003
BONDED THRU TROY FAH INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Michael J. Detuccio, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Michael Detuccio

Michael J. Detuccio

FILED
02 MAR 13 AM 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA