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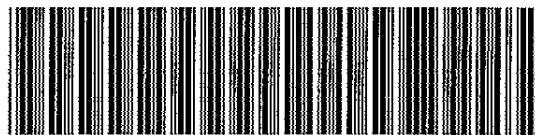
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03 FEB 18 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/14
2003-3963

ROBERTO VALIENTE
17980 NE 31st Court, #1308
Aventura, FL 33160

January 29, 2003

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

RE: R & V ENTERPRISES, INC.

To Whom It May Concern:

Enclosed are the Articles of Incorporation of the above captioned corporation.

Kindly conform a copy of said Articles, endorse your approval thereon and return one copy to us, as registered agent.

We are enclosing a check in the amount of \$70.00 to cover the filing fee and the registered agent fee.

If a charter cannot be issued for any reason, please contact this office immediately.

Sincerely,


Roberto Valiente

RV:jrv
Encl.



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

February 7, 2003

ROBERTO VALIENTE
17980 NE 31ST COURT
#1308
AVENTURA, FL 33160

SUBJECT: R & V ENTERPRISES, INC.
Ref. Number: W03000003703

We have received your document for R & V ENTERPRISES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P01000004329.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 603A00008537

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 FEB 18 PM 12:54

RECEIVED

ARTICLES OF INCORPORATION
OF
VALIENTE ENTERPRISES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, subscribers to these Articles of Incorporation are natural persons, competent to contract, and they do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

VALIENTE ENTERPRISES, INC.

ARTICLE II

NATURE OF BUSINESS

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of One Hundred Shares (100) of

common stock with a value of 1.00 par value per share.

ARTICLE IV

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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of the State of Florida.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 17980 NE 31st Court, #1308, Aventura, FL 33160, or such other place of business as may be determined and fixed by the Board of Directors from time to time.

ARTICLE VIII

REGISTERED AGENT

The Registered Agent of this Corporation shall be Roberto Valiente, whose mailing address is 17980 NE 31st Court, #1308, Aventura, FL 343160.

ARTICLE IX

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE X

DIRECTORS

The number of directors of the Corporation shall be not less than one (1) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

NAME
Roberto Valiente

ADDRESS
17980 NE 31st Court, #1308
Aventura, FL 33160

ARTICLE XI

SUBSCRIBERS

The name and address of each subscriber to the capital stock of this Corporation, and the number of shares of stock each agrees to purchase are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Roberto Valiente	17980 NE 31 st Court, #1308 Aventura, FL 33160	100

ARTICLE XII

CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

ARTICLE XIII

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XIV

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its Stockholders and Directors, are hereby adopted as a part of these Articles of Incorporation. The Board of Directors, from time to time, shall determine whether or not and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors, or by resolution of the Stockholders.

WHEREAS, this Corporation is and shall be a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code and there is not now outstanding any offering or portion thereof of this Corporation to sell or issue any of its stock except as provided in Article III of these Articles of Incorporation, being a sale to the original subscribers, who were issued or will be issued a total of 100 shares authorized, which is the maximum amount that can be issued within one year from this date in accordance with the plan adopted by the Board of Directors.

WHEREAS, it is further deemed advisable that the subscription, sale and issue of such

shares be effectuated in such a manner that qualified shareholders may receive the benefits of Section 1244 of the Internal Revenue Code. The Corporation, and the parties hereto, are authorized to and shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954 amended, and the regulations issued thereunder.


IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

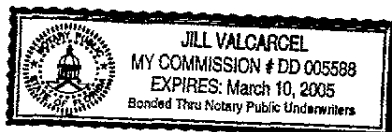

Roberto Valiente

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

BEFORE ME, the undersigned authority, this day personally appeared the above within named Roberto Valiente, known by me to be the person who executed the foregoing Articles of Incorporation of EXHIBIUM, INC., who acknowledged before me, according to Law, that she made and subscribed to the same for the uses and purposes therein mentioned and stated and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State last aforesaid, this 14th day of February, 2003.


Notary Public, State of Florida
My Commission Expires:



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That VALIENTE ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 17980 NE 31st Court, #1308, Aventura, FL 33160, City of Miami, County of Miami-Dade, has named Roberto Valiente, located at 17980 NE 31st Court, #1308, Aventura, FL 33160, City of Miami, County of Miami-Dade, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Roberto Valiente
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA