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CORPORATION(S) NAME

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February 25, 2004

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

RE: VALRED, INC.

Gentlemen:

Enclosed please find the original and two copies of Articles of Incorporation, together with my check in the amount of \$78.75.

This represents the cost of the filing fees, a certified copy of Articles of Incorporation and fee for registered agent designation for the above named corporation.

Please mail the corporate kit and certified Articles to CHARLES F. SPAIN at 8631 NW 80^{TH} STREET, TAMARAC, FLORIDA 33321. Please send a copy of the approved Articles to Wachholder & Streimer, 7501 N.W. 4^{th} Street #112, Plantation, FL 33317.

Very truly yours,

CHARLES F. SPAIN

ARTICLES OF INCORPORATION

of

VALRED, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ASSET Incorporation, and under 21

ARTICLE I - CORPORATE NAME

The name of the corporation is:

VALRED, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue SIX HUNDRED shares (600) of One Dollar(s) (\$1) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

CHARLES F. SPAIN 8631 NW 80TH STREET TAMARAC, FL 33321 The Principal office if known or the mailing address of the corporation is:

CHARLES F. SPAIN
8631 NW 80TH STREET
TAMARAC, FL 33321

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE, director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

CHARLES F. SPAIN
8631 NW 80TH STREET
TAMARAC, FL 33321

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are as follows:

CHARLES F. SPAIN 8631 NW 80TH STREET TAMARAC, FL 33321

CHARLES F. SPAIN

CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

VALRED, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 8631 NW 80TH STREET, TAMARAC, FLORIDA 33321 has named CHARLES F. SPAIN located at the aforesaid address, as its Registered Agent to accept service of process within this state. The principal and mailing address of the corporation is the same as the registered agent.

ACKNOWLEDGMENT

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

Charles F. SPAIN

TALLARY OF STATE