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From:

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Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

VALMIR GAGLIARDI, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Valmir Gagliardi, P.A.

THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledges and file the following Articles of Incorporation for the purpose of creating a professional corporation under the laws of the State of Florida.

FIRST: The name of this corporation shall be:

Valmir Gagliardi, P.A.

SECOND: This corporation shall commence its existence on the date of filing these Articles of Incorporation with the Florida Department of State and this corporation shall exist perpetually thereafter unless sooner dissolved according to law.

THIRD: This corporation is formed to engage in the professional practice of Real Estate Salesman in the State of Florida and to do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation. The corporation shall carry out the above purposes through duly licensed or otherwise lawfully authorized attorneys.

FOURTH: This corporation is authorized to issue One Hundred (100) shares of common stock which shall be designated as "common shares". All of said stock shall be payable in cash, or payable in property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the board of directors of this corporation. The shares of stock in this Corporation may only be issued to those individuals who are duly licensed to sell real estate in the State Florida and stockholders of this Corporation may not enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

FIFTH: The initial mailing address and principal place of business of this corporation shall be 2500 Weston Road, Suite 105, Weston, Florida 33331, with privilege of having its offices and branch offices at other places within or without the State of Florida.

SIXTH: The name of the initial registered agent of this corporation is Valmir Gagliardi, whose address is 2500 Weston Road, Suite 105, Weston, Florida 33331.

SEVENTH: The name of the incorporator signing these Articles of Incorporation is Valmir Gagliardi, whose address is 2500 Weston Road, Suite 105, Weston, Florida 33331. The undersigned is duly licensed by the State of Florida to sell real estate in the State of Florida.

William H. Albornoz, Esquire
901 Ponce De Leon Blvd., Suite 603
Coral Gables, Florida 33134
Tel. (305) 444-1741
FL Bar No. 329568

EIGHTH: 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 directors 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 who is also a director or officer of such other corporation, or who is interested may be counted in determining the existence of a quorum at any 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.

NINTH: The private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. The corporation shall have a first lien on the common shares of its shareholders and upon the dividends due them, if any, for any indebtedness of such shareholder to the corporation.

TENTH: This corporation shall indemnify and hold harmless and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26 day of May, 2004.


Valmir Magalhães, incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, it is submitted that Valmir Gagliardi, P.A., desiring to organize under the laws of the State of Florida, has, on this 26 day of May, 2004, named Valmir Gagliardi whose address is 2500 Weston Road, Suite 105, Weston, Florida 33331, as its agent to accept service of process within Florida (registered agent.)


Valmir Gagliardi, Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation and in this certificate, I hereby agree, on this 26 day May, 2004, to accept the appointment as registered agent and to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my duties as registered agent.


Valmir Gagliardi, Incorporator

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