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**FLORIDA PROFIT CORPORATION OR P.A.**

**business evaluations, inc.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 28, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: BUSINESS VALUATIONS, INC.  
REF: W04000028833

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION OF  
BUSINESS VALUATIONS & ACCOUNTING, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this corporation shall be:

**BUSINESS VALUATIONS & ACCOUNTING, INC.**

Its principal place of business and/or mailing address shall be:

**5825 Collins Ave, #12E  
Miami Beach, FL 33140**

**ARTICLE II**  
**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III**  
**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 1000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV**  
**TERMS OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of incorporation. The Corporation shall exist perpetually unless dissolved according to law.

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**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

**355 Palermo Avenue  
Coral Gables, FL 33134**

The name of the initial registered agent of this Corporation at that address shall be:

**Richard Duarte, Esq.**

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have One (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

**ARTICLE VII**  
**DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

**Mr. Roberto A. Romagosa  
5825 Collins Ave, #12E  
Miami Beach, FL 33140**

**ARTICLE VIII**  
**INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

**Mr. Roberto A. Romagosa  
5825 Collins Ave, #12E  
Miami Beach, FL 33140**

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IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 1 day of July, 2004.

[Signature]  
 Mr. Roberto A. Romagosa  
 Incorporator

STATE OF FLORIDA )  
 ) SS.  
 COUNTY OF MIAMI-DADE )

THE FOREGOING instrument was acknowledged before me this 1<sup>st</sup> day of July, 2004, by Roberto A. Romagosa who is personally known to me or who has produced the following as identification: \_\_\_\_\_ and who did/did not take an oath.

[Signature]  
 Notary Public, State of Florida



RICHARD DUARTE  
 MY COMMISSION #DD 133140  
 EXPIRES: JULY 11, 2006  
 Banded Thin Budget Notary Services

\_\_\_\_\_  
 Name of Notary, Typed/Printed

\_\_\_\_\_  
 Commission Number  
 My Commission Expires:

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### DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, **BUSINESS VALUATIONS, INC.** having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at **355 Palermo Ave., Coral Gables, FL 33134**, has named **Richard Duarte, Esq.**, located there at as its registered agent to accept service of process within this state.

[Signature]  
 Roberto A. Romagosa, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

[Signature]  
 Richard Duarte, Esquire  
 Registered Agent.

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