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VALTER CONSULTING GROUP, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 7, 2005

EXPRESS

SUBJECT: VALTER CONSULTING GROUP, INC.
REF: W05000006069

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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**ARTICLES OF INCORPORATION
OF
VALTER CONSULTING GROUP, INC.**

ARTICLE I

NAME

The name of the corporation is:

VALTER CONSULTING GROUP, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

To carry on a general investment and management consultant and advisory business relating to investments and the operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties, and investments. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout

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the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.

To engage in consultan and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities ; and generally to exploit the services and objects of the Corporation by all lawful means.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in nowise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be

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authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000 shares, one common class, one cent (\$0.01) par value.

ARTICLE IV

CORPORATE EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The corporation's initial Registered Agent and Registered Office in the State of Florida are:

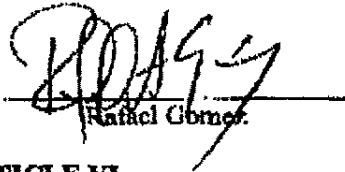
Initial Registered Agent: Rafael Gomez

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Initial Registered Office: 8932 SW 142 Ave, Miami, Florida 33186

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.


Rafael Gomez

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1) and the name and postal address of the initial director of the initial board of directors is:

Name: Rafael Gomez
Address: 8932 SW 142 Ave, Miami, FL 33186

ARTICLE VII

INCORPORATOR

The name and address of the incorporators executing these Articles of Incorporation is:

Name: Rafael Gomez
Address: 8932 SW 142 Ave, Miami, FL 33186

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ARTICLE VIII

PREEMPTIVE RIGHTS

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is determined by the ratio of authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

ARTICLE IX

ALIENATION OF SHARES

Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. The offerors shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by any shareholder, may be otherwise alienated at the price and terms originally contemplated.

ARTICLE X

INITIAL ADDRESS

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The street address in this state of the principal office of the corporation is:

Address: 8932 SW 142 Ave, Miami, FL 33186

IN WITNESS WHEREOF, the undersigned, as Incorporator and initial director has executed the foregoing Articles of Incorporation on this 4th day of February, A.D. 2005



Rafael Gomez
INCORPORATOR
DIRECTOR