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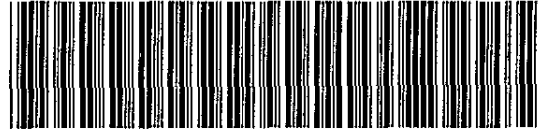
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SECRETARY  
TALLAHASSEE, FLORIDA

3/17/05  
[Signature]

**WILLIAM M. TUTTLE, II, P.A.**

ALFRED I. DUPONT BUILDING  
169 EAST FLAGLER STREET, SUITE 1620  
MIAMI, FLORIDA 33131-1298

FAX (305) 375-8186

(305) 375-8181

February 24, 2005

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Valls Development Group, Inc.

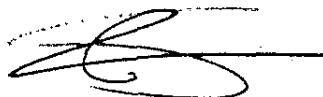
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation. Enclosed also please find our firm's check, made payable to the Secretary of State, in the amount of \$78.75.

Once the Articles have been filed, please send us a copy and confirmation of the filing. Please send it to attention Mr. William M. Tuttle, II, Esq., William M. Tuttle, II, P.A., 169 East Flagler Street, Suite 1620, Miami, Florida 33131.

If you have any other questions or comments, please do not hesitate to contact me. Thank you.

Sincerely,



SIUMI PORVEN

Paralegal to William M. Tuttle, II, Esq.

:sp  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**VALLS DEVELOPMENT GROUP, INC.**

FILED  
05 FEB 28 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.*

**ARTICLE I - NAME**

*The name of the corporation shall be:*

**Valls Development Group, Inc.**

**ARTICLE II - MANAGEMENT BY SHAREHOLDERS**

*All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the shareholders, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.*

*The incorporator shall manage the business of the corporation until there are issued and outstanding shares of stock standing in the names of the shareholders of record.*

ARTICLE III - ACTION BY UNANIMOUS CONSENT

*The shareholders, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.*

ARTICLE IV - INITIAL OFFICERS

*Until the incorporator or shareholders elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:*

*President/Treasurer*

*Pablo Valls  
3381 7<sup>th</sup> Avenue S.W.  
Naples, Florida 34117*

*Vice President/Secretary*

*Pablo Valls  
3381 7<sup>th</sup> Avenue S.W.  
Naples, Florida 34117*

ARTICLE V - DURATION

*The existence of this corporation shall be perpetual.*

ARTICLE VI - PURPOSE

*This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to: any and all lawful business for which corporations may be incorporated under the laws of Florida.*

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#### ARTICLE VII - CAPITAL STOCK

*The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.*

*The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the shareholders at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the shareholders of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the shareholders shall determine.*

#### ARTICLE VIII - MINIMUM CAPITAL

*The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars (\$500.00).*

#### ARTICLE IX - PRE-EMPTIVE 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 prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.*

ARTICLE X – PRINCIPAL PLACE OF BUSINESS

*The principal place of business of this corporation shall be located at 3381 7<sup>th</sup> Avenue S.W., Naples, Florida 34117. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its shareholders may from time to time authorize.*

ARTICLE XI - CORPORATE POWERS

*This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other powers as it may possess as a matter of law, all without limitation.*

ARTICLE XII - INDEMNIFICATION

*This corporation may indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including, but not limited to, indemnification for counsel fees, as the corporation deems appropriate from time to time.*

ARTICLE XIII - INITIAL REGISTERED AGENT AND OFFICE

*The initial registered agent and the street address of the initial registered office of this corporation are:*

*Pablo Valls  
3381 7<sup>th</sup> Avenue S.W.  
Naples, Florida 34117*

ARTICLE XIV - AMENDMENT

*This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.*

ARTICLE XV - INCORPORATOR

*The name and address of the person signing these articles of incorporation is:*

*Pablo Valls  
3381 7<sup>th</sup> Avenue S.W.  
Naples, Florida 34117*

*IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14 day of February, 2005.*

  
\_\_\_\_\_  
*Pablo Valls, Incorporator* (SEAL)

*STATE OF FLORIDA  
COUNTY OF COLLIER*

*I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Pablo Valls, Incorporator, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. He is personally known to me or produced \_\_\_\_\_ as identification and did/did not take an oath.*

*WITNESS my hand and official seal at Naples, Collier County, Florida this 14 day of February, 2005.*

  
\_\_\_\_\_  
*Notary Public*  
*My Commission expires:*



*Olga M. Ramos  
Commission #DD307413  
Expires: Apr 06, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.*

REGISTERED AGENT'S ACCEPTANCE

*Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.*

PABLO L. VALLS

*Print Name: Pablo Valls  
Registered Agent*

FILED  
05 FEB 28 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA