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2005-28440

MARIO G. DE MENDOZA, III, P.A.

ATTORNEY AT LAW

12765 FOREST HILL BOULEVARD

SUITE 1302

WELLINGTON, FLORIDA 33414

TELEPHONE: (561) 659-1111

TELEFAX: (561) 784-2933

E-MAIL: office@pblaw.us

June 9, 2005

VIA FEDEX

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Valentine Farm Corp.
Our File No. 5552.3**

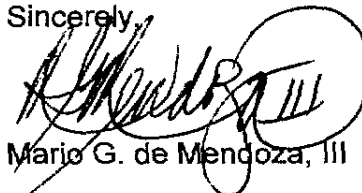
Dear sir or madam:

Enclosed herewith to be filed with your office are the Articles of Incorporation and Resident Agent form for the captioned entity. Also enclosed herewith please find a check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Resident Agent Form	\$ 35.00
Certified Copy of the Articles of Incorporation	<u>\$ 8.75</u>
TOTAL:	<u>\$ 78.75</u>

Thank you for your cooperation in this matter.

Sincerely,



Mario G. de Mendoza, III

MGMIII/dw
Enclosures

F:\CORPS\Mandelbaum\Valentine Farm Corp\Dept of State ltr to file Articles OFN 5552.3 on 06.09.05.wpd

05 JUN - 7 PM 2005

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The name of the initial director of this corporation is:

Leonardo Mandelbaum

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Leonardo Mandelbaum
2411 Windsor Way Court
Wellington, Florida 33414

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII - Shareholders' Meeting

Except as may be otherwise in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of June, 2005.


Leonardo Mandelbaum, Subscriber

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE
MAY BE SERVED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT: VALENTINE FARM CORP., desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business at Village of Wellington, State
of Florida, has named Mario G. de Mendoza, III, P.A., located at 12765 Forest Hill Blvd.,
Suite 1302, Wellington, Florida 33414, as its agent to accept service of process within
Florida.

VALENTINE FARM CORP.

SIGNATURE: _____

Leonardo Mandelbaum

TITLE: President

DATE: June 9, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

MARIO G. de MENDOZA, III, P.A.,
a Florida corporation

SIGNATURE: _____

Mario G. de Mendoza, III, President

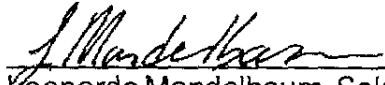
DATE: June 9, 2005

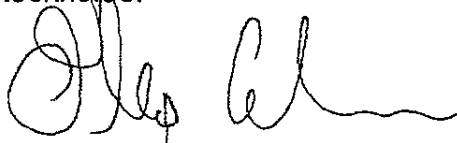
**CONSENT OF STOCKHOLDERS AND BOARD OF DIRECTORS
OF VALENTINE FARM CORP., A FLORIDA CORPORATION**

The undersigned, being all of the Stockholders and Directors of VALENTINE FARM CORP., a Florida corporation (hereinafter "Corporation"), do hereby unanimously consent to the following action taken and done the 21st day of June, 2005, said action being taken at a Special Meeting of said Stockholders and Board of Directors, notice of which was waived by all Stockholders and Directors, which action shall be deemed and held to be the act and deed of the Stockholders and Board of Directors of the Corporation, under the provisions of the Florida Statutes, that is to say:

1. OLEXA CELINE, is elected as Vice President of the corporation, to serve as such until her successor is chosen and qualifies at the first meeting of the Board of Directors, following the next annual meeting of the stockholders of the Corporation.

Dated this June 21, 2005.


Leonardo Mandelbaum, Sole Director and
Stockholder


Olexa Celine, Stockholder

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