P05000096439

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

900055811049

06/10/05--01040--005 **78.75

JUL 0 8 2005

05-28840

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	$ 8.75
TOTAL:	**$ 78.75**

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

MGMIII:dw
5552.3
6/8/05

ARTICLES OF INCORPORATION
OF
VALENTINE FARM CORP.

Article I - Name

The name of this corporation is VALENTINE FARM CORP.

Article II - Duration

The term for which this corporation shall exist shall be perpetual and its existence shall begin on the date of execution and acknowledgment of these articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of One Dollar ($1.00) par value non-assessable stock.

Article V - Amendments

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

Article VI - Initial Registered Office & Agent

The street address of the initial registered office and the principal place of business of this corporation is 12765 Forest Hill Boulevard, Suite 1302, Wellington, Florida 33414. The name of the initial registered agent of this corporation at that address is Mario G. de Mendoza, III, P.A.

Article VII - Initial Board of Directors

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.

L Mandelbaum

Leonardo Mandelbaum, Subscriber

MGMIII/dw
5552.3
6/9/05

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: L Mandelbaum
Leonardo Mandelbaum

TITLE: President

DATE: June 9, 2005

05 JUN -7 PM 3:

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: M Mendoza III
Mario G. de Mendoza, III, President

DATE: June 9, 2005

F:\CORPS\Mandelbaum\Valentine Farm Corp\Designation Reg Agent OFN 5552.3 on 06.08.05.wpd

MGMIII:ss
5552.3
6/28/05

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

05 JUL -7 PM 3:46