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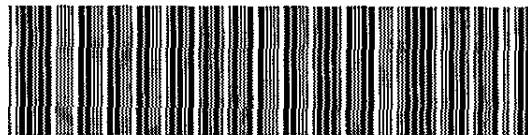
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2006 SEP 20 PM 3:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Valentine Management Group, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Richard E. Valentine, Jr.  
Name (Printed or typed)

11111-70 San Jose Boulevard, Suite 167  
Address

Jacksonville, Florida 32223  
City, State & Zip

904-571-1652  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

ARTICLES OF INCORPORATION  
OF  
VALENTINE MANAGEMENT GROUP, INC.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

FILED  
2006 SEP 20 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**      **NAME**

The name of the corporation shall be:

Valentine Management Group, Inc.

**ARTICLE II**      **PRINCIPLE OFFICE**

The principle place of business/ mailing address is: \_

Initially located at 11111-70 San Jose Boulevard, Suite 167, Jacksonville, FL 32223. The principle office may be moved to any address the Board of Directors shall choose, provided the principal office shall be in the State of Florida.

**ARTICLE III**      **PURPOSE**

The purpose for which the corporation is organized is:

to engage in every phase, aspect, and activity of the business of rendering the same professional services to the public that a qualified business consultant is capable of rendering, and such professional services shall be rendered only through officers, employees, and agents who are duly or otherwise legally authorized to render such professional services within this state.

To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the operation of the corporation's business.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects for the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendments hereto, and either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes and objects of this corporation.

The foregoing enumeration of objects and purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

**ARTICLE IV**      **SHARES**

The number of shares of stock is:

10,000. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having no par value.

The Board of Directors is authorized to issue "Section 1244 Stock" as defined by section 1244 of the Internal Revenue Code.

Shareholders shall not have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by bylaw provision or by shareholders' agreement, impose such restriction(s) on the sale, transfer, or encumbrance of the stock of this corporation, as they may see fit.

#### **ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es), and title(s):

The initial number of directors of the corporation shall be four (4). The number of directors maybe changed by bylaws adopted by the shareholders provided however that the number of directors shall never be less than one (1).

The initial Board of Directors shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Richard E. Valentine, Jr.	11111-70 San Jose Blvd. Suite 167 Jacksonville, FL 32223	CEO/President
Donna W. Valentine	12222 Reedpond Dr. W Jacksonville, FL 32223	Vice President
Richard E. Valentine III	612 South Branch Drive Jacksonville, FL 32259	Comptroller/Director
Elizabeth A. Valentine	1810 Landon Avenue Jacksonville, FL 32207	Administrative Manager/ Director

#### **ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent:

Richard E. Valentine, Jr. 11111-70 San Jose Blvd., Suite 167, Jacksonville, FL 32223

#### **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Richard E. Valentine, Jr. 11111-70 San Jose Blvd., Suite 167, Jacksonville, FL 32223

**ARTICLE VIII      POWERS OF THE CORPORATION**

The corporation shall have the power to enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock options plan, or other retirement or incentive compensation plans. The corporation shall have the power to make loans, secured and unsecured, to its shareholders, providing said shareholders are active employees of the corporation.

**ARTICLE IX      INDEMNIFICATION**

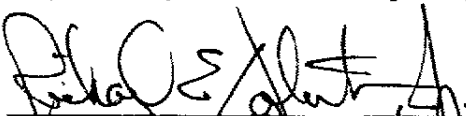
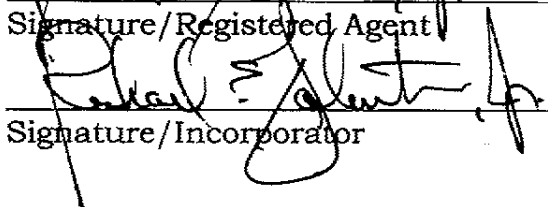
The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made a party, or parties, or which may be asserted against them or any of them, by reason of being or having been directors or officers of the corporation, or of such other corporation except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable by his own negligence or misconduct in the performance of his or her duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of shareholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director to the fullest extent permitted by law.

**ARTICLE X      AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida.

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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent  
  
\_\_\_\_\_  
Signature/Incorporator

9/11/06  
Date  
9/11/06  
Date  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
2006 SEP 20 PM 3:50  
FILED