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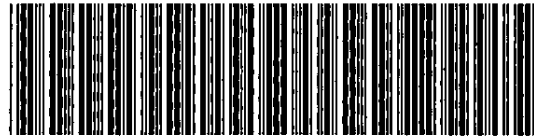
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2007 JUL 13 A 11:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE JUL 16 2007

**BENIGNO R. GRANDA**  
**ACCOUNTANT**

14431 S.W. 78<sup>TH</sup> Street  
MIAMI, FLORIDA 33183

PHONE: (305) 408-2185  
CELLULAR: (305) 322-8010

June 29<sup>TH</sup>, 2007

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 E. GAINES STREET  
TALLAHASSEE, FLORIDA 32399

To Whom It May Concerns:

Enclosed you will find the articles of incorporation for my clients company, VALERIA BAGNASCO, P.A.. Please process these as soon as possible as my client is ready and eager to commence operations as soon as possible

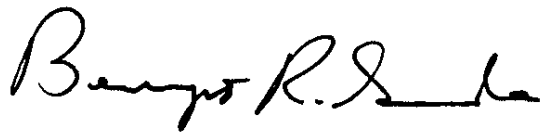
In addition to my client's eagerness, time is of the essence due to the fact the opportunity at hand may elapse if my client does not act immediately.

Enclosed is also my personal check for the flat fee of \$78.75.

If you have any further questions, please feel free to contact me at (305) 322-8010 during working hours or (305) 408-2185 after working hours. Again, please rush this, we are in urgent need of these papers to take advantage of a unique business opportunity.

Thank you for your cooperation, and I hope to hear from you soon.

Sincerely,



Benigno R. Granda  
Accountant

**ARTICLES OF CORPORATION**

**OF**

VALERIA BAGNASCO, P.A.

**ARTICLE I – NAME**

The name of this corporation is:

VALERIA BAGNASCO, P.A.

The mailing address is 2275 Biscayne Blvd., Miami, Florida 33137

**ARTICLE II – DURATION**

This corporation is to exist perpetually. It shall commence its existence upon filing.

**ARTICLE III – PURPOSE**

This corporation is organized for the purpose of transacting any or all real estate related transactions permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of No Par Value Common Stock.

Shares may be issued for such consideration as it is determined from time to time by the shareholders.

This power which is hereby reserved unto the stockholders by right may, and it is hereby delegated, unto the Board of Directors. The Board may issue the shares of this corporation for such consideration as is determined from time to time by the Board, unless and until the stockholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of nonissued or sale of treasury shares. This action by stockholders will not affect prior action by the Board.

The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V – PREEMPTIVE 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/she already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorized any such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

## **ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2275 Biscayne Blvd., Miami, Florida 33137 and the name of the initial registered agent of this corporation at that address is Valeria Bagnasco.

## **ARTICLE VII – INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director initially.

The number of Directors may be increased or diminished from time to time in such a manner as may be prescribed by the By laws, but shall never be less than one (1).

## **ARTICLE VIII – INITIAL DIRECTORS**

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
VALERIA BAGNASCO	2275 Biscayne Blvd. Miami, Florida 33137

### **ARTICLE IX – INDEMNIFICATION**

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his/her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

### **ARTICLE X – REMOVAL OF DIRECTORS**

Any Director of the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

### **ARTICLE XI – INCORPORATORS**

The name and street address of each subscriber of these Articles of Incorporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
<b>VALERIA BAGNASCO</b>	<b>2275 Biscayne Blvd. Miami, Florida 33137</b>

### **ARTICLE XII – BY-LAWS**

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

**ARTICLE XIII – POWERS**

This corporation shall have all powers necessary or convenient to effect its purpose as enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

**ARTICLE XIV – AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscribes have executed these Articles of Incorporation this 1<sup>ST</sup> day of July, 2007.

VALERIA BAGNASCO, Subscriber

STATE OF FLORIDA )

)

SS:

COUNTY OF DADE )

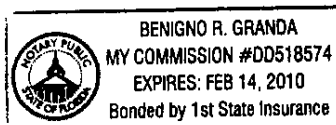
Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared VALERIA BAGNASCO known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county, aforesaid, this 1<sup>ST</sup> day of JULY, 2007.

BENIGNO R. GRANDA

NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



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

**VALERIA BAGNASCO, P.A.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—VALERIA BAGNASCO, P.A. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named Valeria Bagnasco located at 2275 Biscayne Blvd., City of Miami, State of Florida, County of Dade, as its agent to accept services of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: \_\_\_\_\_

**VALERIA BAGNASCO, RESIDENT AGENT**

**FILED**  
2001 JUL 13 A 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA