

16  
P950009603

AMERILAWYER<sup>®</sup>

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

RECEIVED  
FEB - 6 AM 11:31  
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. VALENTINE INVESTMENT GROUP, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 11:30

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
95 FEB - 6 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN FFR - 6 1995

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF**

**VALENTINE INVESTMENT GROUP, INC.**

FILED  
95 FEB -6 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is VALENTINE INVESTMENT GROUP, INC.

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 343 Almeria Avenue, Coral Gables, Florida 33134.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - MAILING ADDRESS**

The mailing address of the Corporation shall be Post Office Box 144479, Coral Gables, Florida 33114.



**AMERILAWYER**

343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS • POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:



"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or those Articles of Incorporation.

#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 12 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.



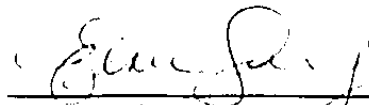
### ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter proscribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to his reservation.

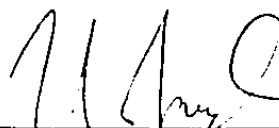
IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31<sup>st</sup> day of February, 1995.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
\_\_\_\_\_  
Lawrence J. Spiegel, President

ATTS:kub



**AMERILAWYER®**

400 N. W. 10th Ave., Suite 1000, Miami, FL 33136 • Tel: 331-1111 • Fax: 331-1111 • Toll Free: 1-800-331-1111  
Miami Address: Post Office Box 144179, Coral Gables, FL 33114-1179

MOUND, COTTON & WOLLAN

COUNSELLORS AT LAW

ONE BATTERY PARK PLAZA

NEW YORK, NY 10004-1400

212 691-1100

CL 11 00 1

FAX 212 691-1066

72 EAGLE ROCK AVENUE, BUILDING TWO

EAST HANOVER, NJ 07930-3140

1701 803 0404

400 NINTH AVENUE STREET

SAN FRANCISCO, CA 94104-4802

415 774 1119

100 BROADWAY HOUSE

14 ST. CHIRWELL STREET

LONDON EC4V 4TV

10711 638 3000

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WIRE IN DIRECT DIAL  
(212) 604-4508

August 18, 1995

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

900001565859  
-08/22/95--01047--001  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Re: Dissolution of Valentine  
Investment Group, Inc.  
Our File No. 1716.1

Dear Sir or Madam:

Enclosed please find the Articles of Dissolution for the Valentine Investment Group, Inc., executed pursuant to Florida Statute § 607.1403.

Also enclosed is a check in the amount of \$96.25 payable to the Florida Department of State to cover the cost of the filing fee, a certified copy of the Dissolution, and a Certificate of Status.

Very truly yours,

MOUND, COTTON & WOLLAN

*Rebecca A. Buder*

Rebecca A. Buder

RAB/sm  
Enclosures

cc: Ms. Michelle R. Sotnikow

FILED  
U.S. DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
AUG 22 1995  
PM 1:18

*10/5/95  
29-00009603  
21-95  
To Diss*

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Valentine Investment Group, Inc.

SECOND: The date dissolution was authorized: September 15, 1995

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by Valentine Investment Group Inc. (voting group) .")

Signed this 15 day of August, 19 95.

Signature Michelle R. Sotnikow  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Michelle R. Sotnikow  
(Typed or printed name)

President  
(Title)