izon Hans Street Tallahassie, FL 32304

800-142-8086



REFERENCE :

580279

46564

AUTHORIZATION :

. Luik

COST LIMIT :

9 122.50

ORDER DATE: April 17, 1995

ORDER TIME : 9:06 AM

ORDER NO. : 580279

500001457655

CUSTOMER NO:

46561

CUSTOMER: Sheryl Cohen, Legal Assistant

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.

22nd Floor

1221 Brickell Avenue Miami, FL 33131-3238

#### DOMESTIC FILING

NAME:

VALDOR DEVELOPMENT INC.

XXXX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY

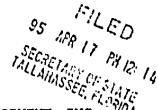
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Keren B. Rozer

EXAMINER'S INITIALS:



# ARTICLES OF INCORPORATION OF VALDOR DEVELOPMENT INC.



### ARTICLE I

The name of the corporation is VALDOR DEVELOPMENT INC., "Ox (hereinafter called the "Corporation").

# ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Albert D. Quentel, 1221 Brickell Avenue, Miami, FL 33131.

#### ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
Authorized	<u>Per Share</u>	Stock
1,000	\$ 0.01	Common

# ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

#### ARTICLE V

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, City of Miami, County of Dade, State of Florida 33131, and the name of its initial registered agent at such office is Albert D. Quentel.

#### ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to

time in the manner provided in the Corporation's Bylaws. The name and address of the initial director, who will serve as such as the Corporation's director until a successor or successors are duly elected and qualified, is Luis B. Lamar, and the address of the initial director is 328 Crandon Boulevard, Suite 222C, Key Biscayne, Florida 33149.

# ARTICLE VII

The names, offices held, and addresses of the initial officers of the Corporation who shall serve in such capacity until the annual meeting of directors and until successors are duly elected and qualified are:

Namo	Office	<u> Address</u>
Luis B. Lamar	President, Secretary, Treasurer	328 Crandon Boulevard Suite 222C Key Biscayne, FL 33149

#### ARTICLE VIII

The name of the Incorporator is Albert D. Quentel and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

# ARTICLE IX

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of April, 1995.

Albert D. Quentel - Incorporator

# ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of VALDOR DEVELOPMENT INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Sections 607.0501 and 607.0505.

Albert D. Quentel Registered Agent

Dated: April 13, 1995

FILED SECRETARY OF STATE SECRETARY OF STATE