

196000026620

HORNSBY, SACHER, ZELMAN, STANTON, PAUL & BEILEY

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1401 BRICKELL AVENUE • SUITE 700
MIAMI, FLORIDA 33131

TELEPHONE (305) 371-0797
TELECOPIER (305) 374-2008

ANTHONY BUTTARI
CORPORATE LEGAL ASSISTANT

WHITTEN'S DIRECT NO.
(305) 579-1488

March 18, 1996

Secretary of State's Office
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

300001751523
-03/20/96--01095--018
*****122.50 *****122.50

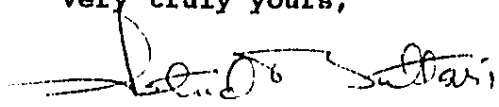
Re: BUTTARI ENTERPRISES, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named corporation. Also enclosed is a check in the amount of \$122.50 covering the filing and registered agent's fees, as well as one certified copy. Please return the certified copy to the undersigned at the above address.

Your prompt attention in the filing of these Articles of Incorporation would be appreciated.

Very truly yours,


Astrid Buttari

/ab
Encs.

FILED
95 MAR 20 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
BUTTARI ENTERPRISES, INC.

FILED
SEP 20 PM 2:18
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation is **BUTTARI ENTERPRISES, INC.**

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the corporation's principal office and mailing address is **7845 Camino Real, Suite 0-311, Miami, Florida 33143.**

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Department of State.

4

ARTICLE IV

NATURE OF BUSINESS

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

ARTICLE V

CAPITAL STOCK AND PREEMPTIVE RIGHTS

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 25,000 shares of Common Stock of a par value of \$.01 par value per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the

shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Astrid Buttari. The street address of the initial registered office of the corporation in the State of Florida is c/o Hornsby, Sacher, Zelman, Stanton, Paul & Bailey, P.A., 1401 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The initial Board of Directors shall be appointed by the Incorporator.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Astrid Buttari, 7845 Camino Real, Suite 0-311, Miami, Florida 33143.

ARTICLE IX

BYLAWS

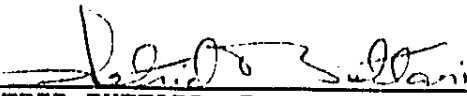
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the Incorporator, and/or any officer or director of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of March, 1996.



ASTRID BUTTARI, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 12th day of June, 1995.



ASTRID BUTTARI, Registered Agent

P96000026620

HORNSBY, SACHS, ZELMAN, STANTON, PAUL & BEILEY

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1401 BRICKELL AVENUE • SUITE 700
MIAMI, FLORIDA 33131

TELEPHONE (305) 371-8787
TELECOPIER (305) 374-2808

ASTRID BUTTARI
CORPORATE LEGAL ASSISTANT

WRITER'S DIRECT NO.
(305) 879-1488

March 18, 1996

Secretary of State's Office
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

11 JUN 1996 17:25:28
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*****35.00 *****35.00

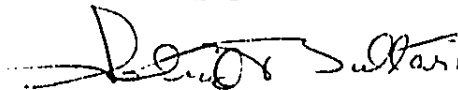
Re: BUTTARI ENTERPRISES, INC.

Gentlemen:

Enclosed is the original of the Amendment to Articles of Incorporation for the above-named corporation which changes its name to VALCAR, INC. Also enclosed is a check in the amount of \$35.00 covering the filing fee.

Please confirm to the undersigned at the above address that the enclosed Amendment has been filed in your office.

Very truly yours,



Astrid Buttari

/ab
Encs.

W96-7571
N/C



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1996

ASTRID BUTTARI
1401 BRICKELL AVE., SUITE 700
MIAMI, FL 33131

SUBJECT: BUTTARI ENTERPRISES, INC.
Ref. Number: P96000026620

We have received your document for BUTTARI ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 696A00016185

A96000026620

HORNSBY, SACHER, ZELMAN, STANTON, PAUL & BEILEY

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
1401 BRICKELL AVENUE • SUITE 700
MIAMI, FLORIDA 33131

TELEPHONE (305) 371-8707
TELECOPIER (305) 374-2005

ASTRID BUTTARI
CORPORATE LEGAL ASSISTANT

WRITER'S DIRECT NO.
(305) 870-1400

April 11, 1996

Secretary of State's Office
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

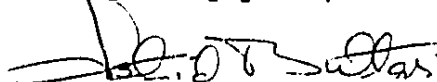
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Please confirm to the undersigned at the above address that the enclosed Amendment has been filed in your office.

Very truly yours,



Astrid Buttari

/ab
Encs.

FILED
95 APR 15 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5000001781915
-04/16/96--01052--016
*****35.00 *****35.00

N/c

VS APR 23 1996

AMENDMENT
TO
ARTICLES OF INCORPORATION OF
BUTTARI ENTERPRISES, INC.

FILED
96 APR 15 PM 1:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Prior to the issuance of shares of BUTTARI ENTERPRISES, INC. ("Corporation"), the Board of Directors of the Corporation submits the foregoing Amendment to Articles of Incorporation for filing with the Secretary of State's Office in Tallahassee, Florida, pursuant to § 607.1005 of the Florida Business Corporation Act.

1. Article 1 of the Articles of Incorporation of BUTTARI ENTERPRISES, INC. ("Corporation"), is hereby amended to read as follows:

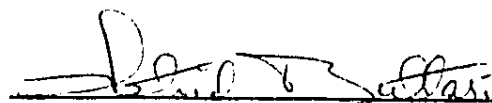
ARTICLE I

NAME

The name of the Corporation is VALCAR, INC.

2. The foregoing Amendment was unanimously adopted by the Board of Directors of the Corporation on the 22nd day of March, 1996.

IN WITNESS WHEREOF, the Incorporator, who is also a Director of the Corporation, has signed this Amendment to its Articles of Incorporation this 11th day of April, 1996.



ASTRID BUTTARI, Incorporator
and Director

P96000026620

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of monies I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Antrid Buttari EIN or SS#: _____

Address: 1401 Brickell Ave., Suite 700
Miami, FL 33131

Amount: \$35.00 Date Paid _____

Reason for claim: Duplicate filing fee paid to file name change for
BUTTARI ENTERPRISES, INC., which changed its name to VALCAR, INC.
(P96000026620) Amendment/ Darlene Connell

Certified true and correct this 25th day of April, 19 96.

Signature _____

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim:	Amount of recommended refund \$ <u>35.00</u>
The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. <u>01052.005</u> dated <u>04/03/96</u>	
Name of Account	<u>45202130001453000000000010000</u>
Statutory Authority for Collection	<u>607.0122</u>
It is requested that payment be made from the following account:	
NAME OF ACCOUNT:	<u>452021300014530000000022002000</u>
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency)	(Authorized Signature and Title)

P9600026620

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1997

VALCAR, INC.
7845 CAMINO REAL STE 0-311
MIAMI, FL 33143

SUBJECT: VALCAR, INC.
Ref. Number: P9600026620

Debit Memo #: 7997-C

This is to inform you that check #206 in the amount of \$165.00 submitted with the annual report for VALCAR, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after July 20, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 797A00027052

P96000026620

July 24, 1997

400002246834--8
-07/24/97--01081--003
***180.00 ***180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: VALCAR, INC.

DEBIT MEMO: # 7997-C

CHECK #: 206