

APR-23-96 THU 13:15

P. 02

H96000035366

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

2:04 PM

(((H96000005712))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: GUNSTER, YOAKLEY, ETAL. (WEST
PALM B

DEPARTMENT OF STATE 777 S FLAGLER DR
STATE OF FLORIDA PHILLIPS POINT SUITE 500E
409 EAST GAINES STREET WEST PALM BEACH FL 33401-6194
TALLAHASSEE, FL 32399 CONTACT: MARY BLACKFORD CHERRY
FAX: (904) 922-4000 PHONE: (407) 650-0728
FAX: (407) 655-5677

(((H96000005712))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR
P.A.

NAME: VALENCIA GROUP, INC.

FAX AUDIT NUMBER: H96000005712 CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/23/1996 TIME REQUESTED: 14:04:03

CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.00 ACCOUNT NUMBER: 076117000420

Note: Please print this page and use it as a cover sheet when submitting
documents to the Division of Corporations. Your document cannot be processed
without the information contained on this page. Remember to type the Fax Audit
number on the top and bottom of all pages of the document.

(((H96000005712)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED

SS 4/23/96 2:04 PM

[Handwritten signature]

00:00 00:00 00:00

1196000005712

**ARTICLES OF INCORPORATION
OF
VALENCIA GROUP, INC.**

Article I

Name

The name of the corporation is VALENCIA GROUP, INC.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business of this corporation shall be:

13696 Columbine Avenue
Suite 200
West Palm Beach, Florida 33414

Oswaldo F. Torres, Esq. (Fl. Bar No. 0746150)
Gunter, Yoakley, Valdes-Pauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(407) 655-1980

H96000005712

FILED
55 APR 23 PM 5 23
SECRET
FBI/DOJ

H96000005172

The mailing address of this corporation shall be:

13696 Columbine Avenue
Suite 200
West Palm Beach, Florida 33414

Article V

Capital Stock

The corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 S. Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is listed below:

Herbert M. Valencia 13696 Columbine Avenue
Suite 200
West Palm Beach, Florida 33414

H96000005172

H96000005172

Article VII

Incorporator

The name and address of the person signing these Articles is:

Oswaldo P. Torres

777 S. Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer,

H96000005172

1196000005172

employee or agent, and shall insure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

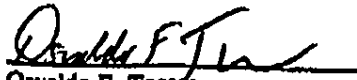
Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.


Osvaldo F. Torres
Incorporator

DATED: April __, 1996

H96000005172

200572

APR-23-96 TUE 13:18

P.07

1196000005172

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **VALENCIA GROUP, INC.**, a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

**VALDES FAULI CORPORATE SERVICES,
INC.**

By: 
Michael V. Mitrione, V.P.

182457

FILED
96 APR 23 PM 5:23
SECRET
TALMADGE (10000)

1196000005172