

PA6000082997

AMERILAWYER®

(Requestor's Name)
343 ALMERIA AVENUE

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

(City, State, Zip) (Phone #)

200001987392
-10/00/96--01070--013
***\$840.00 ***\$10.00

OFFICE USE ONLY

EFFECTIVE DATE
11-1-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 OCT -8 PM 2:43

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

- VALENTINE PROFESSIONAL GROUP, INC.
(Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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96 OCT -8 AM 11:07
DIVISION OF CORPORATION

10-8-96
Examiner's Initials *UW*

EFFECTIVE DATE
1-1-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -8 PM 2:43

**ARTICLES OF INCORPORATION
OF
VALENTINE PROFESSIONAL GROUP, INC.**

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 PROFESSIONAL GROUP, INC.**, (hereinafter, "Corporation").

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 6751 Indian Creek Drive, Suite 3, Miami Beach, Florida 33141 and the mailing address is the same.

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 - OFFICERS

The officers of the Corporation shall be:

President:	Rosalba Valentine
Vice-President:	William A. Valentine
Secretary:	William A. Valentine
Treasurer:	Rosalba Valentine

whose addresses shall be the same as the principal office of the Corporation.



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

William A. Valentino
Rosalba Valentino

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 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)**.

7.2 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 Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) 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 Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, 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 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - 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 these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 - REGISTERED OWNER(S)

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 thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation 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 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 13 - BYLAWS

The Board of Director(s) 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 Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 - EFFECTIVE DATE

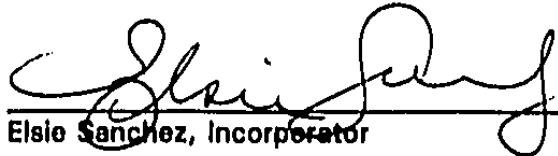
These Articles of Incorporation shall be effective on the 1st day of January, 1997.

ARTICLE 15 - 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 prescribed 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 this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this OCT 07 1996


Elsie Sanchez, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -8 PM 2:43

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

AmeriLawyer® Chartered, 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 the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By: 
Natalia Utrera, Vice President





AMERILAWYER®

RECEIVED
97 MAR 12 AM 10:44

March 10, 1997

P960000 82997

Secretary of State
Division of Corporations
P. O. Box 6300
Tallahassee, Florida 32314

Re: **VALENTINE PROFESSIONAL GROUP, INC.**
DOCUMENT# P96000082997

Dear Sirs:

Please let this letter serve as authorization to change the following relating to the above captioned corporation:

- | | | |
|----|--|--|
| 1. | Current Corporate Address on File: | New Corporate Address: |
| | 6751 Indian Creek Drive, Suite 3
Miami Beach, Florida 33141 | 3550 Biscayne Boulevard, Suite 305
Miami, Florida 33137 |
| 2. | Current Mailing Address on File: | New Mailing Address: |
| | 6751 Indian Creek Drive, Suite 3
Miami Beach, Florida 33141 | 3550 Biscayne Boulevard, Suite 305
Miami, Florida 33137 |

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

Lawrence J. Spiegel
Attorney at Law

cc: VALENTINE PROFESSIONAL GROUP, INC.

P96000082997

AMERILAWYER[®]

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

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

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. Valentine Professional Group, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

FILED
97 AUG -8 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Walk in Pick up time _____

Certified Copy

Mail out Will wait Photocopy

Certificate of Status

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

AMENDMENTS	
<input checked="" 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

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****105.00 ****35.00

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

818
Jory Amend

RECEIVED
97 AUG -8 AM 10:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VALENTINE PROFESSIONAL GROUP, INC.

FILED
97 AUG -8 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President: Rosalba Valentine
Vice-President: William A. Valentine
Secretary: William A. Valentine
Treasurer: Rosalba Valentine

whose addresses shall be the same as the principal address of the Corporation.

SECOND: Article 5 shall be amended to state:

President: William A. Valentine
Vice-President: William A. Valentine
Secretary: William A. Valentine
Treasurer: William A. Valentine

whose addresses shall be the same as the principal address of the Corporation.



THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Rosalba Valentino
William A. Valentino

FOURTH: Article 6 shall be changed to state Director(s) as:

William A. Valentino

whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 7 July 1997.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 7 July 1997.


William A. Valentino, Chairman of the Board of
Directors

ARTAMEND.PRES



P96000082997

Rosalba Valentino
6751 Indian Creek Drive, Ste. 3
Miami Beach, FL 33141

City/State/Zip Phone #

Office Use Only

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97 AUG -4 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

1. _____ (Corporation Name) _____ (Document #) **100002255191 -- 3**
-08/04/97--01061--009
2. _____ (Corporation Name) _____ (Document #) *******35.00 *****35.00**
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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VS AUG 14 1997

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

FILED
97 AUG -4 PM 2:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, ROSALBA VALENTINE, hereby resign as President, Treasurer and Director
(Title)

of Valentine Professional Group, Inc.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

and affirm that the corporation has been notified in writing of the resignation.

Rosalba Valentine

(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314