

Gary Depue & Associates, P.A.

Accounting & Tax Services

4313 West Sunrise Blvd. • Plantation, Florida 33313-6749

Phone: 954-584-7001 • Fax: 954-584-7001

P96000094011

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

October 31, 1996

EFFECTIVE DATE

10-31-96

600001996796--1

-11/05/96--01169--019

*****70.00 *****70.00

SUBJECT: VALUES PLUS, INC.

TO WHOM IT MY CONCERN:

ENCLOSED IS AN ORIGINAL AND (1) COPY OF THE ARTICLES OF INCORPORATION AND A CHECK FOR \$70.00 .

PLEASE PROCESS THIS APPLICATION AND MAIL THE ARTICLES OF INCORPORATION AS SOON AS POSSIBLE.

IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT ME AT THE PHONE NUMBER LISTED ABOVE.

THANK YOU IN ADVANCE FOR YOUR COOPERATION.

SINCERELY YOURS

Gary Depue
GARY DEPU, ACCOUNTANT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -5 AM 10:49

789,610,671
W/96-23786

B. BROWN NOV 18 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 8, 1996

GARY DEPUE
GARY DEPUE & ASSOCIATES, P.A.
4313 WEST SUNRISE BOULEVARD
PLANTATION, FL 33313-6749

SUBJECT: VALUES PLUS, INC.
Ref. Number: W96000023786

We have received your document for VALUES PLUS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 996A00051293

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV -5 AM 10:49

EFFECTIVE DATE
10-31-96

ARTICLES OF INCORPORATION

OF

VALUES PLUS, INC.

ARTICLE I = NAME

The name of the corporation is

VALUES PLUS, INC.

ARTICLE II = DURATION

The date when the corporation's existence shall begin shall be the date of subscription and acknowledgement stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

ARTICLE III = PURPOSE

This Corporation is organized for the purpose of engaging in any activity of business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV = CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of \$1.00 Par Value Common stock.

ARTICLE V = PRE-EMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, every Shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share of this Corporation (as nearly as may be done without issuance of fractional shares), at the price at which it is offered to others.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV -5 AM 10:49

ARTICLE VI = INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is ~~P.O. BOX 772372~~ CORAL SPRINGS, FL 33077 and the name of the initial Registered Agent of this Corporation is HARVEY BURSTEIN. The Principal address and the Registered Agent address are the same. 11471 WEST SAMPLE RD #8 33065

ARTICLE VII = FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of ONE (1) Director(s). The number of Directors may be either increased or decreased from time to time by the By-Laws but shall never be less than ONE (1). The names and addresses of the initial Board of Directors of this Corporation are:

HARVEY BURSTEIN
P.O. BOX 772372
CORAL SPRINGS, FL 33077

ARTICLE VIII = INCORPORATOR

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

HARVEY BURSTEIN
P.O. BOX 772372
CORAL SPRINGS, FL 33077

IN WITNESS WHEREOF, the undersigned Incorporator and designated Registered agent has executed these Articles of Incorporation this 31 day of October - 96.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


INCORPORATOR


REGISTERED AGENT