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Law Offices

D. Justin Niles, P.A.

SCOTT CENTER, SUITE 270
2600 N. MILITARY TRAIL
BOCA RATON, FLORIDA 33431

(561) 989-0086

TELECOPIER (561) 989-0970

February 19, 1997

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VIA FEDERAL EXPRESS

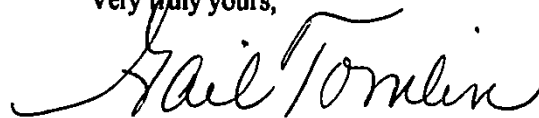
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Filing Articles of Incorporation for Valley Properties, Inc.

Ladies and Gentleman:

Enclosed please find the above referenced document for filing with the Division of Corporations, along with our firm's checks #6145 in the amount of \$122.50 for same. Please expedite the filing of this document and return same to our offices.

Very truly yours,



Gail F. Tomlin
Secretary for D. Justin Niles

Enclosure
gft

FAWPDOCS\LETTERS\ARTINCOR.001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 20 AM 11:59

gft 2/25/97

ARTICLES OF INCORPORATION
OF
VALLEY PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 20 AM 11:59

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

VALLEY PROPERTIES, INC.

ARTICLE II.

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation shall be:

3200 Ponce de Leon Boulevard
Second Floor
Coral Gables, Florida 33134

ARTICLE III.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Thousand (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of One (1) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

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 thereof at the price at which it is offered to others.

ARTICLE VII.

SPECIAL PROVISION

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as an S-Corporation

ARTICLE VIII.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida shall

be:

Jose Valle
3200 Ponce de Leon Boulevard
Second Floor
Coral Gables, Florida 33134

ARTICLE IX.
BOARD OF DIRECTORS

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Directors at any time.

ARTICLE X.
INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Jose Valle	3200 Ponce de Leon Boulevard Second Floor Coral Gables, Florida 33134

The members of the first Board of Directors shall hold office until the first annual meeting of the Stockholders of the Corporation.

ARTICLE XI.
OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed.

Jose Valle President and Secretary	3200 Ponce de Leon Boulevard Second Floor Coral Gables, Florida 33134
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ARTICLE XII.

INCORPORATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 20 AM 11:59

The name and post office address of the Incorporator executing these Articles of Incorporation is as follows:

Incorporator

Jose Valle

Address

3200 Ponce de Leon Boulevard
Second Floor
Coral Gables, Florida 33134

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Jose Valle

(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

Before me this 18th day of February, 1997 personally appeared Jose Valle, who is ☒ is personally known to me, or who ☐ has produced his drivers license as identification, who is the person described as the Incorporator in the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation.

OFFICIAL NOTARY SEAL
MERCEDES C ARTIME
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC393017
MY COMMISSION EXP. JULY 17, 1998

Mercedes C Artime
Notary Public

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.

Jose Valle

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