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JORGE H. TILLEY

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FLORIDA DIVISION OF CORPORATIONS

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((H97000009112 8))

TO: DIVISION OF CORPORATIONS
(904)922-4001

FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE
PHONE: (305)867-8448
(305)867-8200

FAX #:

NAME: VALL-HOUSE, CORP.

AUDIT NUMBER.....H97000009112

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: VALL-HOUSE , CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

903 S.W. 123 Terr.
Pembroke Pines, Fl. 33025

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ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1000) shares at One Dollar (1.00) per value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Fernando A. Casadevall
903 S.W. 123 Terr.
Pembroke Pines, Fl. 33025

Prepared by

Fernando A. Casadevall
903 S.W. 123 Terr.
Pembroke Pines, Fl. 33025
(954)441-1951

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ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

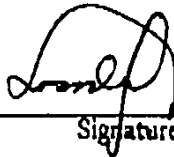
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are)

Fernando A. Casadevall
903 S.W. 123 Terr.
Pembroke Pines, Fl. 33025

Director & President.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

30 day of May, 19 97



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: VALL-HOUSE, CORP.

2. The name and address of the registered agent and office is:

Fernando A. Casadevall
(NAME)

903 S.W. 123 Terr.
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Pembroke Pines, Fl. 33025
(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

5-30-97

(DATE)

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

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