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7/31/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000012490 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: VALTOR INVESTMENTS, INC.
AUDIT NUMBER.....H97000012490
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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TALLAHASSEE, FLORIDA

P. CHAMBER

JUL 31 1997

**ARTICLES OF INCORPORATION
OF
VALTOR INVESTMENTS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is VALTOR INVESTMENTS, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

. To purchase, sell, hold, exchange or otherwise trade, speculate or invest in corporate stocks, commodities or any other type of securities in any stock or commodity exchange, or over the counter, in any part of the world.

. To engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is 1,000, all of which shall be common shares with par value of 1.00.

ARTICLE FIVE

The address of the initial Registered Office of the corporation is 5040 N.W. 7th Street, Suite 635 Miami, Florida 33126 and the name of the Registered Agent at such address is Jose Valera

ARTICLE SIX

The business of the corporation shall be managed by a Board of Directors consisting of no less than two directors.

ARTICLE SEVEN

The name and address of the Incorporator is:

JOSE VALERA
5040 N.W. 7th Street, Suite 635
Miami, Florida

PREPARED BY:
George M. Santamarina, P.A.
7176 S.W. 8th Street, Suite 204
Miami, FL 33144 (305) 261-4683
FBN 267961

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SECURITY DIVISION
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
TALLAHASSEE, FLORIDA

ARTICLE EIGHT

The principal office of this corporation shall be located at 5040 N.W. 7th Street, Suite 635 Miami, Florida 33126, with the corporation retaining the power to move its office to any other address in Florida.

ARTICLE NINE

This corporation shall be deemed to commence its existence upon filing of these articles.

ARTICLE TEN

The name and address of the first officers and directors of the corporation who shall hold office until the first meeting of shareholders elected and qualified or until their earlier resignation, removal from office, or death, are:

PRESIDENT/DIRECTOR:

JOSE VALERA
5040 N.W. 7th Street, Suite 635
Miami, Florida

VICE-PRESIDENT/DIRECTOR:

CARLOS VALERA
5040 N.W. 7th Street, Suite 635
Miami, Florida

VICE-PRESIDENT/DIRECTOR:

OSCAR TORRES
5040 N.W. 7th Street, Suite 635
Miami, Florida

TREASURER/DIRECTOR:

REBECA CABRERA
5040 N.W. 7th Street, Suite 635
Miami, Florida

SECRETARY/DIRECTOR:

OSCAR TORRES, JR.
5040 N.W. 7th Street, Suite 635
Miami, Florida

IN WITNESS WHEREOF, I have subscribed my name this 30th day of July, 1997.


JOSE VALERA
Incorporator

STATE OF FLORIDA
DEPARTMENT OF STATE

H97000012490

The following is submitted in compliance with Chapter 48.091,
Florida Statutes:

VALTOR INVESTMENTS, INC.
5040 N.W. 7th Street, Suite 635
Miami, Florida

a corporation organized under the laws of the State of Florida,
with its principal office located in the County of Dade, State
of Florida, has named JOSE VALERA, located at the same above
address, as its agent to accept service of process within this
State.

OFFICERS/DIRECTORS:

PRESIDENT/DIRECTOR:

JOSE VALERA
5040 N.W. 7th Street, Suite 635
Miami, Florida

VICE-PRESIDENT/DIRECTOR:

CARLOS VALERA
5040 N.W. 7th Street, Suite 635
Miami, Florida

VICE-PRESIDENT/DIRECTOR:

OSCAR TORRES
5040 N.W. 7th Street, Suite 635
Miami, Florida

TREASURER/DIRECTOR:

REBECA CABRERA
5040 N.W. 7th Street, Suite 635
Miami, Florida

SECRETARY/DIRECTOR:

OSCAR TORRES, JR.
5040 N.W. 7th Street, Suite 635
Miami, Florida


Incorporator

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to
keep office open during prescribed hours; to post my name
(and any other officers of said corporation to accept service of
process at the above Florida designated address) in some
conspicuous place in office as required by law.

DATED: July 30, 1997.


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STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30th day of July, 1997, by JOSE VALERA, who is personally known to me or who provided _____ as identification, and who did not take an oath.


Name:

NOTARY PUBLIC

My Commission expires:

OFFICIAL NOTARY SEAL
S SANTAMARINA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC455709
MY COMMISSION EXP. APR. 26, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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