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CHOU  
ATTORNEYS AT LAW  
GRANADO

FILED  
97 AUG -4 AM 10:35  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

July 31, 1997

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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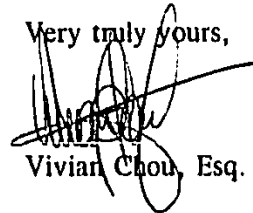
RE: Articles of Incorporation for VAL HOLDING COMPANY, INC.

Dear Sirs:

Enclosed please find original and copy of Articles of Incorporation for Val Holding Company, Inc. Also enclosed is a check to the order of the Secretary of State in the amount of \$122.50, representing filing fees of \$70.00 and \$52.50 for a certified copy of the Articles of Incorporation.

Please return the certified copy of the corporation to this address. If you require additional information, please contact the undersigned.

Very truly yours,



Vivian Chou, Esq.

Enclosures

T.M. - 8/6/97

ARTICLES OF INCORPORATION  
OF  
VAL HOLDING COMPANY, INC.

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**ARTICLE I. CORPORATE NAME**

The name of this corporation is: VAL HOLDING COMPANY, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. PRINCIPAL ADDRESS**

The corporation's principal address is 9550 S.W. 73rd Avenue, Miami, Florida 33156.

**ARTICLE IV. CAPITAL STRUCTURE**

- A. The Board of Directors can create any type of Capital Structure necessary for the operation of the Corporation. There can be different stocks of Par Value and Non-Par Value.
- B. The initial capital structure of VAL HOLDING COMPANY, INC., is \$5,000.00.
- C. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having no par value.

**ARTICLE V. TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these articles.

#### **ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

CHRISTOPHER TAIT LEMOS  
9550 S.W. 73rd Avenue  
Miami, FL 33156

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VII. BOARD OF DIRECTORS**

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VIII. INITIAL DIRECTOR**

The name of the initial director of this Corporation and her street address is:

Louise Eisenberg  
9550 S.W. 73rd Avenue  
Miami, Florida 33156

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

## **ARTICLE IX. INCORPORATOR**

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

Louise Eisenberg  
9550 S.W. 73rd Avenue  
Miami, Florida 33156

## **ARTICLE X. OFFICERS**

Subject to the discretion of the Board of Directors, the affairs of the Corporation shall be administered by its officers, as designated herein, who shall serve at the pleasure of the Board of Directors. Officers can be elected or appointed as determined by the Board, and may also be terminated by the Board. All other regulations concerning officers shall be determined by the Bylaws of the Corporation. Any individual can hold one or more positions as necessity dictates. The names and addresses of the initial officers are:

### ***President***

Louise Eisenberg  
9550 S.W. 73rd Avenue  
Miami, Florida 33156

### ***Secretary and Treasurer***

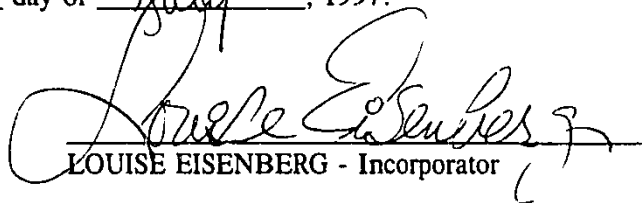
Louise Eisenberg  
9550 S.W. 73rd Avenue  
Miami, Florida 33156

## **ARTICLE XI. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every

amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, executed the foregoing Articles of Incorporation on the 31<sup>st</sup> day of July, 1997.

  
LOUISE EISENBERG - Incorporator

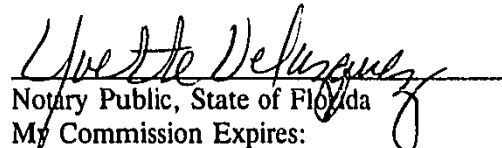
STATE OF FLORIDA :  
COUNTY OF DADE :

BEFORE ME, a Notary Public, personally appeared LOUISE EISENBERG,

☒ who is personally known to me, or

☐ who has produced \_\_\_\_\_ as identification, and

executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 31 day of JULY, 1997.

  
Notary Public, State of Florida  
My Commission Expires:

(SEAL)



ACCEPTANCE OF REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That VAL HOLDING COMPANY, INC., desiring to organize under the laws of the State of Florida, has named Christopher Tait Lemos, 9550 S.W. 73rd Avenue, Miami, County of Dade, State of Florida 33156, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
CHRISTOPHER TAIT LEMOS - Registered Agent

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