

P98000016260
VALDEMARE INTERNATIONAL CORPORATION

98 FEB 18 AM 11:08
783 N.W. 42 Avenue, Suite 200
Miami, Florida 33126
Telephone: (305) 447-8800
FAX: (305) 446-5613
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 12, 1998

EFFECTIVE DATE
2-12-98

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

500002434335--7
-02/18/98--01070--019
****122.50 ****122.50

Re: Articles of Incorporation
Valdemare International Corporation

Dear Madam/Sir:

Enclosed please find a check in the amount of \$122.50 to cover the costs for filing the attached Articles of Incorporation of Valdemare International Corporation, together with the Resident Agent's fee and fee for a certified copy of the Articles.

If you have any questions regarding this matter, please feel free to contact me at the above telephone number.

Thank you for your courtesy in this matter.

Sincerely,

Adelita Q. Richards
Adelita Q. Richards

Enclosure

Adelita Richards GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Adelita*
DATE *PRJ*
DOC. EXAM *PRJ*

P. Hall FEB 19 1998

ARTICLES OF INCORPORATION

OF

VALDEMARE INTERNATIONAL CORPORATION

FILED

98 FEB 18 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

EFFECTIVE DATE

2-12-98

ARTICLE I

The name of the corporation is **VALDEMARE INTERNATIONAL CORPORATION.**

ARTICLE II

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence on February 12, 1998 which is the date of subscription and acknowledgement of these Articles of Incorporation, which shall be filed with the Department of State within five (5) business days hereof, exclusive of holidays.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is **ADELITA Q. RICHARDS**. The street address of the principal/registered office of the corporation in the State of Florida is 782 N.W. 42 Avenue, Suite 200, Miami, Florida 33126.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) initial Director. The number of directors may be increased or decreased from time to time in the manner provided in the By-Laws of the corporation.

The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Adelita Q. Richards	782 N.W. 42 Avenue, Suite 200 Miami, Florida 33126

ARTICLE VII

INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Name

Address

Adelita Q. Richards

782 N.W. 42 Avenue, Suite 200
Miami, Florida 33126

ARTICLE VIII

BY LAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, the incorporators, any officer or director of the corporation, or any former officer or director of the corporation.

ARTICLE X

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

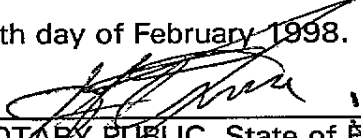
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of February 1998.


Adelita Q. Richards

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

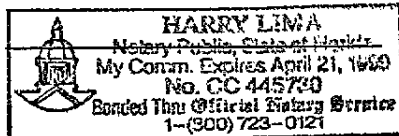
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Adelita Q. Richards known to me to be the Incorporator and she acknowledged before me that she executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 12th day of February 1998.



NOTARY PUBLIC, State of Florida at Large

My Commission expires: _____



CERTIFICATE OF REGISTERED AGENT

OF _____

VALDEMARE INTERNATIONAL CORPORATION

Pursuant to Chapter 607.034 of the Florida Statutes, the following is submitted in compliance with said Act That **VALDEMARE INTERNATIONAL CORPORATION**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Miami Dade County, State of Florida, has named **ADELITA Q. RICHARDS**, located at 782 N.W. 42 Avenue, Suite 200, City of

Miami, County of Miami Dade, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 12th day of February 1998.


ADELITA Q. RICHARDS

FILED
98 FEB 18 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA