

Charter Number Only

P98000031347

Registrar's Name

717 Ponce de Leon Blvd #205

Address

Coral Gables FL 33134

City

State

ZIP

Phone

VALIDATION ONLY

000002479430--7

-04/06/98--01027--009

\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

D & V, INC

FILED  
98 APR 16 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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|---|--|---|
| <input checked="" type="checkbox"/> Profit          | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                  | <input type="checkbox"/> Foreign         | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership        | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement              | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy  | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input checked="" type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In         | <input type="checkbox"/> Will Wait       | <input checked="" type="checkbox"/> Pick Up         |
|   |  | <input type="checkbox"/> Mail Out                   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

cert. copy

FILED  
9 AM 10:03  
CORPORATION

Empire Toll Free: 1-800-432-3028

FILED  
98 APR -6 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

-----ARTICLES OF INCORPORATION-----

O F  
D & V., INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and they hereby make, subscribe and acknowledge and file with the Secretary of State of the State of Florida this Certificate of Incorporation; and to that end they do, by this Certificate, set forth the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be:

D & V., INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, to wit:

TO BUY, OWN, SELL AND EXCHANGE REAL ESTATE, AND TO MAKE ANY IMPROVEMENTS AS SHALL BE DEEMED ADVISABLE FOR THE BETTERMENT OF THE LAND OR PLACING THE SAME IN MORE SUITABLE CONDITION FOR SELLING, AND TO DO A GENERAL REAL ESTATE BUSINESS.

To carry out any or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, partnership, association, or corporation.

To carry on its operations and conduct business in any State, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country.

To such extent as a corporation organized under the Laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Laws of the State of Florida or under any act amendatory thereof, supplemental thereto, or substituted therefor.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of this Corporation, nor shall the expression of one thing

be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Laws of the State of Florida to corporations organized thereunder, and all the powers conferred by all acts heretofore or hereafter amendatory of supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights, or privileges granted or conferred by that statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry on or do.

#### ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is SIXTY (60) shares of stock of No par value

#### ARTICLE IV

The amount of capital with which this Corporation will begin business shall be no less than SIX HUNDRED AND NO/00 ( \$ 600.00 ) DOLLARS

#### ARTICLE V

The initial post-office address of the principal office of this Corporation in the State of Florida shall be the City of Homestead , Florida County of Dade, at 15453 S. W. 308 Street - 33033

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

#### ARTICLE VI

This Corporation is to exist perpetually.

#### ARTICLE VI (a)

The Registered Agent for this corporation shall be

ROSA VALLEJO

and the Registered Address shall be  
 15453 S. W. 308 Street  
 Homestead, Florida 33033

ARTICLE VII

This Corporation shall have no less than ONE (1) Directors, initially. The number of Directors may be increased or diminished, from time to time, by By-Laws adopted by the Stockholders, but shall never be less than ONE (1) not more than FIVE (5).

ARTICLE VIII

The names and post-office addresses of the members of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

ROSA VALLEJO	15453 S. W. 308 Street Homestead, Florida 33033
IVLIS DURAN	2055 S. W. 122nd Avenue Unit 306 Miami, Florida 33175

ARTICLE IX

The names and post-office addresses of the first Officers of the Corporation who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified are as follows:

ROSA VALLEJO	15453 S. W. 308 Street Homestead, Florida 33033	PRESIDENT
IVLIS DURAN	2055 S. W. 122nd Avenue Unit 306	Secretary- Treasurer

ARTICLE X

The name and post-office address of each subscriber to these Articles of Incorporation, the number of shares of stock each one agrees to take and the value of the consideration thereof are:

Name	Address	Number of Shares
ROSA VALLEJO	15453 S. W. 308 Street Homestead, Florida 33033	Thirty (30)
IVLIS DURAN	2055 S. W. 122nd Avenue Unit 306 Miami, Florida 33175	Thirty (30)

ARTICLE XI

Both Stockholders and Directors shall have the power to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such office as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

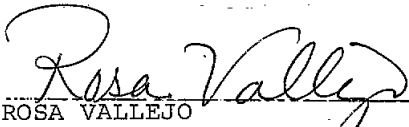
ARTICLE XII


All rights conferred to stockholders herein are granted subject to the right the Corporation reserves to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner explained in Article XIII of this Certificate.

ARTICLE XIII

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, 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, We, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the secretary of State of the State of Florida, and accordingly set our hands and seals this 1st. day of April of A. D. 1998.

  
\_\_\_\_\_  
ROSA VALLEJO


  
\_\_\_\_\_  
IVLIS DURAN

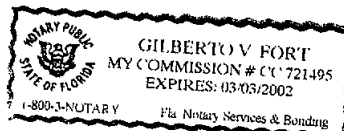
STATE OF FLORIDA )  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the above mentioned State and County to the acknowledgements, personally appeared ROSA VALLEJO and IVLIS DURAN, who produced as identification Florida Driver's Licenses

to me well known and known to me to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the City of Coral Gables County of Dade and State of Florida, this 1st. day of April of A. D. 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large



CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OF DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

First--That D & V., INC.

qualified to do business under the laws of the State of Florida with its  
principal office at 15453 S. W. 308 St - HOMESTEAD County of

Dade, State of Florida has appointed \_\_\_\_\_

ROSA VALLEJO, 15453 SW 308 St - Homestead Florida 33033

(Street address and number of building, Post Office Box address no acceptable)

City of Homestead, County of Dade State of Florida,

as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By

Rosa Vallejo  
ROSA VALLEJO  
(Resident Agent)

FILED  
98 APR -6 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA