

P980000 83638

TRANSMITTAL LETTER

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

100002650091--7
-09/28/98-01084-014
*****70.00 *****70.00

SUBJECT: VALB, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

[X] \$70.00 [] \$78.75 [] \$122.50 [] \$131.25

FROM: John T. Manhire, Jr., Esq.
Name

1133 Louisiana Avenue, Suite 200
Address

Winter Park, FL 32789
City, State & Zip

(407) 539-1007
Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 PM 3:39

B. BROCK SEP 28 1993

ARTICLES OF INCORPORATION
OF
VALB, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 28 PM 3:39

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.
NAME

The name of the corporation shall be VALB, Inc.

ARTICLE II.
NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares of common stock having no par value.

ARTICLE IV.
ADDRESS

The corporation's principal place of business shall be 1202 Elinore Drive, Orlando, Florida 32808. The street address of the initial registered office of the corporation shall be 2866 Newcomb Court, Orlando, Florida 32826, and the name of the initial Registered Agent for the corporation at that address is Vincent P. Campanalie.

ARTICLE V.
SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI.
TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII.
LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim

asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII.
SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX.
DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Vincent P. Campanalie 1202 Elinore Drive
Orlando, FL 32808

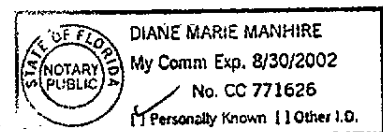
ARTICLE X.
INCORPORATOR

The name and address of the incorporator is: Vincent P. Campanalie, 1202 Elinore Drive, Orlando, Florida 32808.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this eighteenth day of September, 1998.

Vincent P. Campanalie
Incorporator: Vincent P. Campanalie

STATE OF FLORIDA
COUNTY OF ORANGE



The foregoing instrument was executed and acknowledged before me this eighteenth day of September, 1998, by Vincent P. Campanalie.

Diane M. Manhire Notary Public
State of Florida
My Commission Expires: 8/30/2002

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF FS §607.0501 or FS §617.0501, 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: VALB, INC.
2. The name and address of the registered agent and office is:

VINCENT P. CAMPANALIE

2866 NEWCOMB COURT

ORLANDO, FL 32826

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.


VINCENT P. CAMPANALIE

9/22/98
DATE

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 PM 3:39