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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL 32314

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-10/02/98--01081--013
****127.50 *****87.50

SUBJECT: (VAL-LYN INC.)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR \$ 127.50

FROM:

KAY VALLERY

536 PLUMOSA DR.
ADDRESS

SANFORD, FL 32771-3547
CITY, STATE, & ZIP

(407) 323-7178
TELEPHONE NUMBER

FILED
98 OCT -2 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/02/98
WJH

ARTICLES OF INCORPORATION
OF
VAL-LYN INC.

FILED
98 OCT -2 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

THE NAME OF THIS CORPORATION IS VAL-LYN 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. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE TIME IS 10,000 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$.10 PER SHARE.

ARTICLE IV. TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

THE INTITIAL OFFICE OF THIS CORPORATION SHALL BE:

536 PLUMOSA DR.
SANFORD, FL 32771-3547

THE REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF FLORIDA SHALL BE:

KAY VALLERY
536 PLUMOSA DR.
SANFORD, FL 32771-3547

THE BOARD OF DIRECTORS FROM TIME TO TIME MAY MOVE THE REGISTERED OFFICE TO ANY OTHER ADDRESS IN THE STATE OF FLORIDA.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 2 DIRECTORS 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 VII. INITIAL DIRECTORS

THE NAME OF THE INITIAL DIRECTORS OF THIS CORPORATION AND THEIR STREET ADDRESSES ARE:

LLOYD VALLERY
536 PLUMOSA DR.
SANFORD, FL 32771-3547

KAY VALLERY
536 PLUMOSA DR.
SANFORD, FL 32771-3547

THE PERSONS NAMED AS INITIAL DIRECTORS SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THIS CORPORATION OR UNTIL THEIR SUCCESSOR(S) ARE ELECTED OR APPOINTED AND HAVE QUALIFIED, WHICHEVER COMES FIRST.

ARTICLE VIII. INCORPORATOR

THE NAME AND STREET ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION AS THE INCORPORATOR IS:

KAY VALLERY
536 PLUMOSA DR
SANFORD, FL 32771-3547

ARTICLE IX. 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.

ARTICLE X. BEGINNING CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN \$500.00

ARTICLE XII. OFFICERS

THE OFFICERS OF THIS CORPORATION AND THE NAMES OF SAID OFFICERS WHO ARE TO SERVE UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS ARE:

<u>OFFICER</u>	<u>NAME</u>
PRESIDENT	LLOYD VALLERY
SEC\TREASURER	KAY VALLERY

ARTICLE XIII. IDEMNIFICATION

EACH DIRECTOR AND OFFICER, IN CONSIDERATION OF THEIR SERVICES, SHALL BE INDEMNIFIED, WHETHER THEN IN OFFICE OR NOT, THE REASONABLE COSTS AND EXPENSES INCURRED BY THEM IN CONNECTION WITH THE DEFENSE OF OR FOR ADVICE CONCERNING ANY CLAIM ASSERTED OR PROCEEDING BROUGHT AGAINST THEM BY REASON OF THEIR BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION OR OF ANY SUBSIDIARY OF THE CORPORATION, WHETHER OR NOT WHOLLY OWNED, OR BY ANY REASON OF ANY ACT OR OMISSION TO ACT AS SUCH DIRECTOR OR OFFICER PROVIDED THAT THEY SHALL NOT HAVE BEEN DERELICT IN THE PERFORMANCE OF THEIR DUTY AS TO THE MATTER OR MATTERS IN RESPECT OF WHICH SUCH CLAIM IS ASSERTED OR PROCEEDING BROUGHT. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH ANY DIRECTOR OR DIRECTORS OR OFFICER OR OFFICERS MAY BE ENTITLED AS A MATTER OF LAW.

ARTICLE XIV. COMPENSATION

THE COMPENSATION OF THE OFFICERS OF THIS CORPORATION AS OFFICERS OR EMPLOYEES SHALL BE DETERMINED BY THE VOTE OF THE BOARD OF DIRECTORS EVEN THOUGH ANY OR ALL OF THE DIRECTORS ARE OFFICERS OR EMPLOYEES OF THE CORPORATION. THE COMPENSATION OF THE DIRECTORS OF THIS CORPORATION SHALL BE ESTABLISHED BY THE VOTE OF THE STOCKHOLDERS.

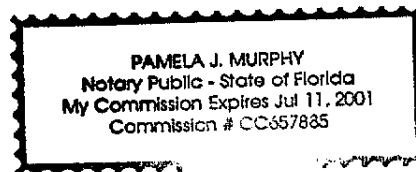
IN WITNESS WHEREOF, THE UNDERSIGNED AS INCORPORATOR, HAS
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION
ON Sept. 29, 1998

Kay Valley
INCORPORATOR

STATE OF FLORIDA :
COUNTY OF :

BEFORE ME, A NOTARY PUBLIC, PERSONALLY APPEARED
Kay Valley, TO ME KNOWN TO BE THE PERSON
DESCRIBED AS THE INCORPORATOR AND WHO EXECUTED THE FOREGOING
ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT
~~(HE)~~ (SHE) SUBSCRIBED TO THESE ARTICLES OF INCORPORATION ON
Sept. 29, 1998.

Pamela J. Murphy
NOTARY PUBLIC
STATE OF FLORIDA
MY COMMISSION EXPIRES _____



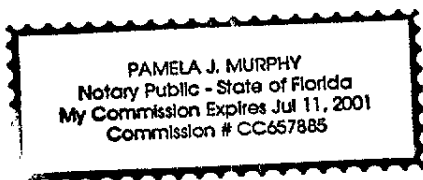
ACCEPTANCE

I, KAY VALLERY, HEREBY ACCEPT THE DESIGNATION OF RESIDENT
AGENT FOR SERVICE OF PROCESS UPON VAL-LYN INC. WISHING
TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
REGISTERED OFFICE AT 536 PLUMOSA DR. SANFORD, FL 32771 AND
AGREE TO ACT AS REGISTERED AGENT FOR SAID CORPORATION AND TO
COMPLY WITH THE PROVISIONS OF FLORIDA LAW PERTAINING TO
KEEPING OPEN SAID OFFICE AND UPON WHOM PROCESS MAY BE SERVED.

Kay Vallery
KAY VALLERY

SWORN BEFORE ME THIS 29 DAY OF Sept 1998.

Pamela J. Murphy
NOTARY PUBLIC
MY COMMISSION EXPIRES:



FILED
98 OCT -2 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA