

P99000002511

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000000671 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN -8 AM 8:34

FILED

FLORIDA PROFIT CORPORATION OR P.A.**VALLEY SERVICES, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

1/8/99 3:06 PM

me 1/11/99

H99000000671

99 JAN -8 AM 8:34

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALLEY SERVICES, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:

VALLEY SERVICES, INC.

ARTICLE II

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To transact any lawful business.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have

Prepared by:
David A. Rosenblatt, Esq.
9190 Sunset Drive
Miami, FL 33173
(305) 595-3444
Fla Bar No. 253758

H99000000671

H99000000671

outstanding at any one time is One Hundred (100) shares of common stock, having a nominal or par value of \$.10 per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV**TERM**

This corporation shall have perpetual existence.

ARTICLE V**REGISTERED OFFICE
and PRINCIPAL OFFICE**

The Registered and Principal Office shall be located at 97300 Overseas Highway, Suite 1, Key Largo, Florida 33037 or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VI**DIRECTORS, OFFICERS AND INITIAL REGISTERED AGENT**

This corporation shall have not less than one (1) nor more than nine (9) directors, as set forth in the By-Laws. The name and street addresses of the first Board of Directors, the initial Registered Agent and the initial Officers of this corporation who, subject to these Articles of Incorporation, By-Laws and the laws of

H99000000671

H99000000671

the State of Florida, shall hold office until their successors have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BONNIE J. BLATE President/Secretary	97300 Overseas Highway Suite 1 Key Largo, Florida 33037
PETER J. O'CONNELL V. President/Treasurer	97300 Overseas Highway Suite 1 Key Largo, Florida 33037

ARTICLE VII**SUBSCRIBERS**

The names and street addresses of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
BONNIE J. BLATE President/Secretary	97300 Overseas Highway Suite 1 Key Largo, Florida 33037
PETER J. O'CONNELL V. President/Treasurer	97300 Overseas Highway Suite 1 Key Largo, Florida 33037

ARTICLE VIII**SPECIAL PROVISION**

Any action by the directors of this corporation which is within their power taken at a meeting of such directors shall be

H99000000671

H99000000671

valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of Directors to be approved by less than a majority of said directors or wherever a greater vote is required by law or in the By-Laws for that vote.

ARTICLE IX**INSPECTION OF BOOKS AND RECORDS****H99000000671**

H99000000671

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to the inspection of shareholders and no shareholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every officer and every director of the corporation shall be indemnified by the corporation as permitted by law against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding to which they may be a party or in which they may become involved by reason of them being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI**TELEPHONE MEETING AUTHORIZED**

Members of the Board of Directors or of any executive committee designated by the Board of Directors in accordance with law shall

H99000000671

H99000000671

be deemed present at any meeting of the Board of Directors or the executive committee as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII**AMENDMENTS**

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Miami, Dade County, Florida, this 6th day of January, 1999.

Bonnie J. Blate
Bonnie J. Blate

STATE OF FLORIDA)
 ss
COUNTY OF MIAMI-DADE)

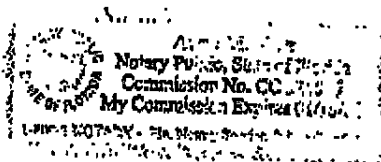
The foregoing Articles of Incorporation of VALLEY SERVICES, INC. were executed before me this 6th day of January, 1999, by BONNIE J. BLATE, who is personally known to me, and who did take an oath, and she acknowledged before me that she signed and

H99000000671

H99000000671

executed the same for the purposes stated therein.

SWORN TO AND SUBSCRIBED before me this 6th day of January,
1999.



Anne M. Katz
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

**CERTIFICATE ACCEPTING DESIGNATION
OF
REGISTERED AGENT**

I, Bonnie J. Blate, hereby certify that I have accepted the designation as Registered Agent of VALLEY SERVICES, INC., and agree to serve as its agent to accept service of process within the State at its Registered Office.

Bonnie J. Blate
Bonnie J. Blate

FILED
99 JAN -8 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H000000006