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MEMBER:  
FLORIDA AND NEW JERSEY BAR

July 27<sup>th</sup> 1999

**FLORIDA DEPARTMENT OF STATE**  
ATTENTION: CORPORATIONS NEW FILING DIVISION  
CORPORATION DIVISION  
POST OFFICE BOX 6327  
TALLAHASSEE FLORIDA 32314  
850-488-9000

200002944272--8  
-07/28/99--01074--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Mailing Address :  
**DEPARTMENT OF STATE**  
**DIVISION OF CORPORATIONS**  
**409 EAST GAINES STREET,**  
**TALLAHASSEE, FL 32399**

**RE: NEW CORPORATION: VAL-TECH COMMUNICATION, INC.**

Dear Document examiner of the New filing section:

Please find enclosed the original and one copy of the articles of incorporation for the above company. Please file the original in your office and return to me a stamped in copy, at your earliest convenience. I am enclosing a check for \$70.00 and a self addressed stamped envelope, for the return of the stamped in copy.

The \$70.00 check is for the following costs:

1. Filing Fee: \$35.00
  2. Registered Agent Fee: 35.00
- Total : \$70.00

Should you have any questions concerning the above, please do not hesitate to call me collect at (305) 444- 6323

Very Truly Yours,

Steven J. Lachterman, Esquire.

FILED  
99 JUL 28 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. GALLMON-CASE AUG 03 1999

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99 JUL 28 PM 12:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VAL-TECH COMMUNICATION, INC.**

The undersigned incorporator, a natural person, and competent to contract, hereby forms this following Corporation for profit under the laws of the State of Florida.

**ARTICLE I**  
**NAME**

The name of this Corporation is **VAL-TECH COMMUNICATION, INC.**

**ARTICLE II**  
**PURPOSE**

The Corporation is organized 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 have outstanding at any time is One Hundred ( 100) shares of common stock ; each to have a par value of One Dollar (\$1.00) Authorized Capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors. of this Corporation at any regular or special meeting.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This Corporation is to exist perpetually from the date these Articles are filed with the Department of State, subject to the laws of the State of Florida.

**ARTICLE V**  
**REGISTERED AGENT AND OFFICE**

The initial Registered Agent and the street address of the initial Registered Office of this Corporation shall be:

**Steven J. Lachterman, Esquire  
3001 Ponce De Leon Blvd. Suite 244  
Coral Gables Florida 33134**

**ARTICLE VI  
DIRECTOR(S)**

This Corporation shall have one (1) director, initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the director, but the number shall never be less than one (1). The name and street address of the initial director of the Corporation is:

**SIRA VALIDO  
1001 SW 67th Avenue  
Miami , Florida 33144**

**ARTICLE VII  
INCORPORATOR**

The name and street address of the incorporator is:

**SIRA VALIDO  
1001 SW 67th Avenue  
Miami , Florida 33144**

**ARTICLE VIII  
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IX  
CUMULATIVE VOTING**

At each election for Director, cumulative voting by shareholder as set forth in Florida Statutes, Chapter 607.097(4) shall be allowed.

**ARTICLE X  
PRINCIPAL OFFICE**

The principal office of **VAL-TECH COMMUNICATION, INC.** is Care Of

**SIRA VALIDO**  
**1001 SW 67th Avenue**  
**Miami , Florida 33144**

**ARTICLE XI**  
**AMENDMENT**

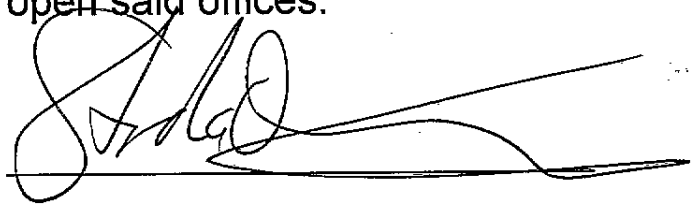
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal this 15<sup>th</sup> day of June 1999.

  
**SIRA VALIDO**

**Acceptance by Registered Agent:**

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said offices.



**REGISTERED AGENT**

**Steven J. Lachterman, Esquire**

**Law Office of Steven J. Lachterman  
3001 Ponce De Leon Blvd. Suite 244  
Coral Gables, Florida 33134  
Voice Number 305-444-6323  
Fax Number 305-444-7614**

**Date: June 15<sup>th</sup> 1999**

**FILED  
99 JUL 28 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**