

P99000070016

August 5, 1999

Secretary of State  
Department of Incorporation  
George Firestone Building  
409 E. Gains Street  
Tallahassee, Florida 32399

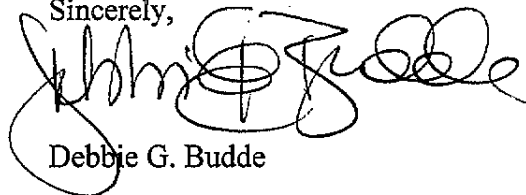
EFFECTIVE DATE  
8-5-99

900002952989--9  
-08/06/99--01074--025  
\*\*\*\*\*372.50 \*\*\*\*\*78.75

RE: Articles of Incorporation of Valkyrie Capital Management, Inc. and  
Articles of Organization of Valkyrie Capital Company, L.C.

Please find enclosed the originals of each Article, the respective copies of each, along with a check in the amount of \$372.50 (\$78.75 for Incorporation and \$293.75 for L.L.C.) for the filing and returned certified copies of the enclosed. Thank you.

Sincerely,

  
Debbie G. Budde

FILED  
99 AUG -6 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

8-5-99

**ARTICLES OF INCORPORATION**

**OF**

**VALKYRIE CAPITAL MANAGEMENT, INC.**

**FILED**  
99 AUG -6 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be **Valkyrie Capital Management, Inc.**

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The number of shares of stock authorized by the corporation is 10,000. The shares shall have no par value. Only one class of shares of stock, common stock having full voting rights, is hereby created.

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have the pre-emptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

**ARTICLE IV**

This corporation shall commence its existence effective as of **August 5, 1999**, and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

The street address and mailing address of the initial principal office of the corporation shall be **801 NW 47 Avenue, Suite W815, Miami, Florida 33126.**

#### **ARTICLE VI**

The initial office of the registered agent of this corporation shall be at **801 NW 47 Avenue, Suite W815, Miami, Florida 33126..** The initial registered agent at that address shall **Jeffrey L. Wells.**

#### **ARTICLE VII**

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

#### **ARTICLE VIII**

The names and addresses of the director(s) of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

**Jeffrey L. Wells  
801 NW 47 Avenue  
Suite W815  
Miami, Florida 33126**

#### **ARTICLE IX**

The name and address of the Incorporator is

**Jeffrey L. Wells  
801 NW 47 Avenue  
Suite W815  
Miami, Florida 33126**

## ARTICLE X

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## ARTICLE XI

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

## ARTICLE XII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

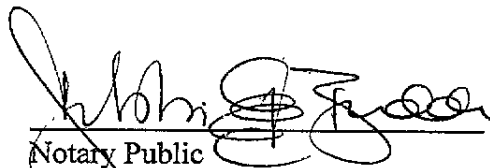
IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 5<sup>th</sup> day of August, 1999.

  
\_\_\_\_\_  
Incorporator  
Jeffrey L. Wells

STATE OF FLORIDA       )  
                                  )  
COUNTY OF DADE       )       ss.

BEFORE ME, the undersigned authority, personally appeared JEFFREY L. WELLS, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 5<sup>th</sup> day of August 1999.

  
\_\_\_\_\_  
Notary Public  
State of Florida

My Commission Expires:




DEBBIE GELABERT BUDDE  
My Commission CC533064  
Expires Feb. 15, 2000

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

In compliance with the laws of Florida, the following is submitted:

First, that Valkyrie Capital Management, Inc., desiring to organize under the laws of the State of Florida, has named Jeffrey L. Wells, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.0501 Florida Statutes.

  
JEFFREY L. WELLS  
Registered Agent

DATED this 5 day of August, 1999.

**FILED**  
99 AUG -6 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA