

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P99000101146

VALPARAISO Corporation  
of Miami

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-11/17/99--01086--017  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

FILED  
99 NOV 18 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 NOV 17 PM 2:47  
DEPT. OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

66-811  
5

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 17, 1999

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET, STE. 1  
TALLAHASSEE, FL 32302

SUBJECT: VALPARAISO CORPORATION  
Ref. Number: W99000026519

We have received your document for VALPARAISO CORPORATION. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 899A00055281

# **ARTICLES OF INCORPORATION**

**OF**

Valparaiso of Miami Corporation

**FILED**  
99 NOV 18 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **ARTICLE I NAME & PLACE OF BUSINESS**

The name of the Corporation is ~~Valparaiso of Miami Corporation~~ The principal place of business and mailing address of the corporation shall be as follows: **960 NW 127<sup>th</sup> Place, Miami FL. 33182.**

## **ARTICLE II TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

## **ARTICLE III PERMITTED ACTIVITY**

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

## **ARTICLE IV AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue shall be 1000 shares of voting common stock , having an individual par value of \$ 0.01.

## **ARTICLE V PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe or otherwise acquire any shares of the Corporation of any class now or hereafter authorized , or any securities, exchangeable for or convertible into such shares , or any warrants or any instruments evidencing rights or options to subscribe, purchase, or otherwise acquire such shares.

## **ARTICLE VI REGISTERED OFFICE AND AGENT**

The initial Registered office of the Corporation is **960 NW 127<sup>th</sup> Place, Miami, Florida 33182.**

The initial Registered Agent at that address is **Paola J. Beristain**

## **ARTICLE VII DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one member, the exact number to be determined from time in accordance with the By-Laws and any Shareholders Agreement in effect. The name and address of the member of the first Board of Directors who shall serve until the first annual meeting of shareholders or until his successors is elected and qualified shall be:

NAME(S)

**Paola J. Beristain**

**President, Secretary  
Vice-President, Treasurer**

## **ARTICLE VIII INCORPORATOR**

The name and address of the incorporator is: **Paola J. Beristain – 960 NW 127<sup>th</sup> Place, Miami, Florida 33182.**

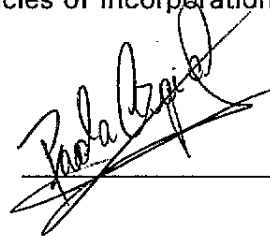
## **ARTICLE IX INDEMNIFICATION**

Every person now or hereafter serving as director, officer or employee of the Corporation shall be indemnified and held harmless by the Corporation from and

against any and all loss, cost, liability and expense that may be imposed upon or incurred by him in connection with or resulting from any claim, action, suit or proceeding, in which he may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the Corporation, whether or not he continues to be such at the time such director, officer or employee shall be adjudged in any claim action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of duty.

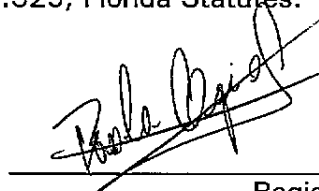
Expenses (including attorneys' fees) incurred in defending any claim action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15<sup>th</sup> day of November, 1999



Incorporator

Pursuant to Section 607.034, Florida Statutes, having been named to accept service of process at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 49.091, Florida Statutes, relative to keeping open said office. I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.



Registered Agent

99 NOV 18 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED