

P99000106153

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE

12-1-2000

PLEASE NOTE  
11/1/2000 EFFECTIVE DATE  
IN ARTICLES

SUBJECT: REAL ESTATE AND VALUE ASSET MANAGEMENT Co.  
(Proposed corporate name - must include suffix)

600003061976--5

-12/06/99-01113-013

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

MATTHEW V. RIGG

Name (Printed or typed)

18 EAST D. LIDO DRIVE

Address

MIAMI BEACH, FL 33139

City, State & Zip

305-285-2285

Daytime Telephone number

FILED  
99 DEC -6 AM 10:48  
STATE OF FLORIDA  
TALLAHASSEE

NOTE: Please provide the original and one copy of the articles.

EFFECTIVE DATE  
1-1-2000

ARTICLES OF INCORPORATION  
OF  
REAL ESTATE AND VALUE ASSET MANAGEMENT CO.

99 DEC -6 AM 10:48  
FILED  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, adopt, acknowledge and file the following Articles of Incorporation.

ARTICLE I  
NAME

The name of the corporation shall be: Real Estate And Value Asset Management Co.

ARTICLE II  
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation in the State of Florida shall be:  
18 East Di Lido Drive  
Miami Beach, FL 33139

The corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the board of directors may from time to time by resolution provide.

ARTICLE III  
CAPITAL STOCK

This corporation is authorized to issue par value common stock as described below, and none other:

Maximum number of shares:	10,000
Par value per share	\$0.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgement of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders.

ARTICLE IV  
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation and his address are :

Matthew V. Rigg	18 East Di Lido Drive
	Miami Beach, FL 33139

ARTICLE V  
PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.  
stockholders of this corporation shall not have preemptive rights.

ARTICLE VI  
TERM OF EXISTENCE AND PREEMPTIVE RIGHTS

This corporation shall exist perpetually or until dissolved by due process of law. The stockholders of this corporation shall not have preemptive rights.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The business of this corporation shall be conducted by a Board of Directors of not less than one (1). The board of directors shall be elected at the annual meeting of the stockholders of this corporation, which meeting shall be held at such time as shall be provided by the by-laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the by-laws. The name and street address of the initial director who shall conduct the affairs of this corporation until the first meeting and election and qualification of his successors is:

Matthew V. Rigg

18 East Di Lido Drive  
Miami Beach, FL 33139

ARTICLE VIII  
INCORPORATOR

The name and address of the individual signing these articles of incorporation is:

Matthew V. Rigg

18 East Di Lido Drive  
Miami Beach, FL 33139

ARTICLE IX  
EFFECTIVE DATE

The effective date of this corporation is January 1, 2000.

ARTICLE X  
MISCELLANEOUS

1. No contract or other transaction between this corporation and any other corporation shall be effected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or any directors, or officers of, such other corporation.
2. Upon election of the board of directors by the stockholders, such board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as

provided by law, or otherwise herein.

3. the initial by-laws of this corporation shall be adopted by the board of directors. The by-laws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter, or repeal any by-law adopted by the directors. The directors may not alter, amend or repeal any by-law adopted by the stockholders, nor may the directors adopt by-laws which would be in conflict with the by-laws adopted by the stockholders.

4. The corporation reserves the the right to amend, alter, change, or repeal any provision contained in these articles of incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon stockholders herein are granted subject to that reservation.

5. Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The corporation shall indemnify all officers and directors of the corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation, this

3rd day of DECEMBER, 1999.

Matthew V. Rigg  
Matthew V. Rigg

\_\_\_\_\_  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Matthew V. Rigg  
Matthew V. Rigg

12/3/99  
Date

FILED  
99 DEC -6 AM 10:48  
STATE  
TALLAHASSEE, FLORIDA