

TRANSMITTAL LETTER

PO1000012247

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

01 FEB - 1 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

SUBJECT: Zameru Investments, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Continental Mutual Utg. Corp.  
Name (Printed or typed)

706. S. Dixie Hwy. 2nd Floor  
Address

Coral Gables, FL 33146  
City, State & Zip

305-666-2121  
Daytime Telephone number

\* Please return via Airborne \*

800003623188-6  
-02/01/01-01083-002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

Feb 2/2 (5)

ARTICLES OF INCORPORATION OF  
ZAMERU INVESTMENTS, INC.

The undersigned for purposes of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE  
NAME:

The name of the Corporation is:

ZAMERU INVESTMENTS, INC.

ARTICLE TWO  
DURATION:

The term of existence of this Corporation is perpetual.

ARTICLE THREE  
NATURE OF BUSINESS:

The Corporation may engage in any activity or business permitted under the laws of the United States and this state.

ARTICLE FOUR  
SHARES:

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares of \$1.00 par value.

ARTICLE FIVE  
PREEMPTIVE RIGHTS GRANTED:

The shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued shares of treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE SIX  
REGISTERED OFFICE:

The initial street address of the office of the Corporation is:

5825 Collins Avenue, #7E  
Miami Beach, FL 33140

The name and address of the initial registered agent is:

Salomon Minuchin  
5825 Collins Avenue, #7E  
Miami Beach, FL 33140

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S.M.  
R.K.

ARTICLE SEVEN  
DIRECTORS:

The Board of Directors of the Corporation shall consist of two members. The names and addresses of the First Board of Directors are:

SALOMON MINUCHIN, PRESIDENT  
5825 COLLINS AVENUE, #7E  
MIAMI BEACH, FL 33140

RUTH KIBRICK DE MINUCHIN, VICE PRESIDENT, SECRETARY &  
TREASURER  
5825 COLLINS AVENUE, #7E  
MIAMI BEACH, FL 33140

ARTICLE EIGHT  
INCORPORATORS:

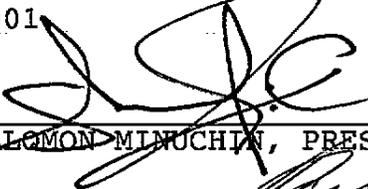
The names and addresses of the initial incorporators are:

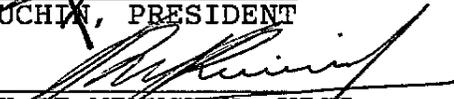
SALOMON MINUCHIN  
5825 COLLINS AVENUE #7E  
MIAMI BEACH, FL 33140

RUTH KIBRICK DE MINUCHIN  
5825 COLLINS AVENUE, #7E  
MIAMI BEACH, FL 33140

ARTICLE NINE  
COMMENCEMENT OF EXISTENCE:

The corporation shall be deemed to have commenced its existence of the 31<sup>st</sup> day of JANUARY, 2001

  
\_\_\_\_\_  
SALOMON MINUCHIN, PRESIDENT

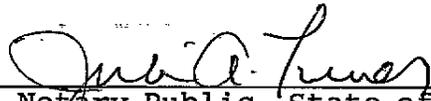
  
\_\_\_\_\_  
RUTH KIBRICK DE MINUCHIN, VICE  
PRESIDENT, SECRETARY & TREASURER

S.M.  
R.K.

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE ss:

Before me, a Notary Public of the State of Florida, City of Miami, County of Miami-Dade, U.S.A. at Large, on the 31 day of January, 2001 personally appeared SALOMON MINUCHIN AND RUTH KIBRICK DE MINUCHIN known to me to be the persons whose names are subscribed to the above instruments, and after identifying themselves to me, they acknowledge to me that they executed same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal this 31 day of JANUARY, 2001.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large



Julie A. Turner  
MY COMMISSION # CC747013 EXPIRES  
June 8, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that ZAMERU INVESTMENTS, INC., desiring to organize under the laws of the State of Florida with its initial office, as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named

SALOMON MINUCHIN

located at

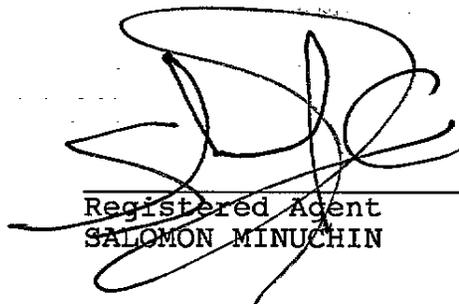
5825 COLLINS AVENUE, #7E, MIAMI BEACH, FL 33140, as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ZAMERU INVESTMENTS, INC. at the place designated in the Articles of Incorporation, I agree to comply with the provisions of the Florida Statutes relative to keeping open such office. I further state that:

"I hereby am familiar with accept the duties and responsibilities as registered agent for said corporation."

01-31-2001  
Date

  
Registered Agent  
SALOMON MINUCHIN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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R.K.