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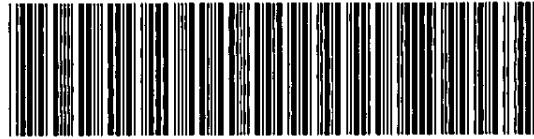
(Business Entity Name)

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UNITED STATES
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10/8/08

LAZARUS

CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. ZABALA & Associates Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☒ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

EFFECTIVE DATE
10/4/08

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**ARTICLES OF INCORPORATION
OF**

08 OCT -7 AM 9:47

ZABALA & ASSOCIATES INC.

ARTICLE I - NAME

The name of this corporation is *ZABALA & ASSOCIATES INC.* (hereinafter, "Corporation").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS ADDRESS

1000 NW 48 Street
Miami, Florida 33127

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

The Corporation shall have perpetual existence unless dissolved according to Florida law and its existence shall commence on the date of execution and acknowledgment.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of one dollar (\$ 1.00) par value common stock, which shall be designated "common shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every stockholder, 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 pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VII - REGISTERED AGENT

The name and Florida street address of the registered agent is:

Wendy G Duarte
1000 NW 48 Street
Miami, FL 33127

ARTICLE VIII - OFFICERS

President: Wendy G Duarte

Vice-President Carlos A Zavala

ARTICLE IX - INCORPORATOR

The name and address of incorporator is:

Wendy G Duarte
1000 NW 48 Street
Miami, FI 33127

ARTICLE X-SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

ARTICLE XI-AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and file the foregoing Articles of Incorporation under the laws of the State of Florida, this 4th day of October, 2008.

Wendy Duarte
Wendy G Duarte
Registered Agent

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN THE ARTICLES OF INCORPORATION**

Having been named Registered Agent 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 and Registered Agent.

Wendy Duarte
Wendy G. Duarte
Registered Agent

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