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FLORIDA DIVISION OF CORPORATIONS
 PUBLIC ACCESS SYSTEM
 ELECTRONIC FILING COVER SHEET
 TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATION, INC COMPANY
 DEPARTMENT OF STATE
 STATE OF FLORIDA
 100 E. PENNSYLVANIA STREET SUITE 200 MIAMI FL 33135 305-01-610400
 TALLAHASSEE FL 32300 CONTACT: RAY BORMONT
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 FAX: (305) 541-3770

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((H96000005839)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: ZADLAR CORPORATION, INC.
 FAX AUDIT NUMBER: H96000005839 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 04/25/1996 TIME REQUESTED: 11:40:07
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
 NUMBER OF PAGES: 0 METHOD OF DELIVERY: FAX
 ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003256

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FLORIDA DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1996

EMPIRE

MIAMI, FL

SUBJECT: ZADLAR CORPORATION, INC.
REF: W9600008963

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000005839
Letter Number: 396A00019756

Miguel Rodriguez Betancourt
778N. 827363
3780 W. Flagler St.
Coral Gables, FL 33134
(305) 446-3377

ARTICLES OF INCORPORATION
OF
ZADLAR CORPORATION, INC.

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ARTICLE I - NAME

The name of the Corporation is ZADLAR CORPORATION, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The purpose of this corporation shall be all lawful business activities allowed by the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of Common stock, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$1.00	Common

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. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the Bylaws.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation, 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 which is offered to others.

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

464 EAST 10TH STREET, HIALEAH, FLORIDA 33010

The initial agent is: DIEGO RODRIGUEZ

The principal office and mailing address of this corporation is:

464 EAST 10TH STREET, HIALEAH, FLORIDA 33010

ARTICLE VIII - BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased, or diminished from time to time as provided for by the By-Laws, but shall never be less than one. The names and addresses of the initial directors are:

PRESIDENT	DIEGO RODRIGUEZ	422 EAST 57TH STREET HIALEAH, FLORIDA 33012
VICE-PRESIDENT	ALEX RODRIGUEZ	464 EAST 10TH STREET HIALEAH, FLORIDA 33012
SECRETARY	ERLEIDYS ZABALLA	422 EAST 57TH STREET HIALEAH, FLORIDA 33012
TREASURER	ZAYTHARA RECIO	464 EAST 10TH STREET HIALEAH, FLORIDA 33012

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

DIEGO RODRIGUEZ: 422 EAST 57TH STREET
HIALEAH, FLORIDA 33012

ARTICLE X - BY LAWS

The power to adopt, alter, amend and repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Share of Preferred stock and Common stock of this corporation shall not be issued at this time. Shares held by the initial shareholders may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and the corporation.

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DIEGO RODRIGUEZ

100 SHARES COMMON STOCK

Shares held by the initial shareholders listed above may not be
resold or otherwise transferred to others unless such shares are
first offered to the remaining shareholders or to this corporation.
The price and terms at which, and the time within which, such
shares may be offered and sold shall be further specified by
written agreement among all of the shareholders and the
corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote
at such election shall have their right to cumulate his votes by
giving one candidate as many votes as the number of directors to be
elected at the time multiplied by the number of his shares, or by
distributing such votes on the same principle among any number of
such candidates.

ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING

Fifty (50%) percent of the shares plus one entitled to vote
represented in person or by proxy shall constitute a quorum at the
meeting of the shareholders. If the quorum is present the
affirmative vote of fifty percent of the shares plus one
represented at the meeting and entitled to vote on the subject
matter shall be the act of the shareholder.

ARTICLE XIV - INDEMNITY

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

ARTICLE XV

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 involved in,
any contract or transaction of this corporation, provided that the
part the 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 any officer of such corporation or who is 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 the force and
effect as if he were not such a director or officer or such other
corporation, or not so interested.

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ARTICLE XVI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24 day of April, 1996.

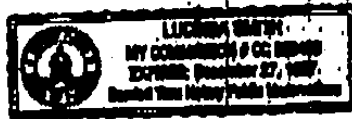
[Handwritten Signature]

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, an officer duly authorized in the State aforesaid and the County aforesaid, to take acknowledgements, personally appeared Dora Rodriguez, to me personally known, or having produced identification, to be the person described in and who executed the same for the purposes therein expressed.

WITNESS MY hand and official seal in the County and State last aforesaid on this 24th day of April, 1996.

[Handwritten Signature]
NOTARY PUBLIC, STATE OF FLORIDA



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