

P98000078091

POST & ROMERO

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

3195 PONCE DE LEON BOULEVARD
SUITE 400
CORAL GABLES, FLORIDA 33134
TEL: (305) 445-0014
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LAW OFFICE OF
CARLOS A. ROMERO, JR., P.A.
CARLOS A. ROMERO, JR.
ADMITTED
FLORIDA
ILLINOIS
PUERTO RICO

ROBERT G. POST, P.A.
ROBERT G. POST
ADMITTED
FLORIDA
NEW YORK

August 31, 1998

BY EXPRESS MAIL #EM534269223US

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-09/04/98--01134--010
***122.50 ***122.50

RE: ZUARÉE, INC. - GENERAL CORPORATE MATTERS

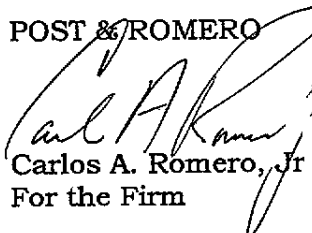
Dear Gentlemen:

I enclose a check for \$122.50 payable to Department of State to file the attached original and one copy of the articles of incorporation. We request that a certified copy of the filing be returned to us by Express Mail in the attached prepaid pouch.

Thank you.

Sincerely yours,

POST & ROMERO


Carlos A. Romero, Jr.
For the Firm

Encl. - art. of incorp. (original & copy)
- FU(CAP) check #2372
- prepaid Express Mail pouch

cc (w/o encl.): John Seba

SEP 10 1998

**ARTICLES OF INCORPORATION
OF
ZUARÉE, INC.**

FILED
98 SEP -4 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: ZUARÉE, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity of business permitted under the laws of the United States, any State, or any foreign country.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of Common Stock with a par value of \$0.01 per share.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Directors.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - DIRECTORS

This corporation shall have One Director. The number of directors may be

increased or decreased from time to time in such manner as may be prescribed by the bylaws. Directors need not be stockholders or residents of Florida.

This corporation is empowered to indemnify any officer, director, or shareholder in accordance with the Florida Statutes, as now and hereinafter amended.

ARTICLE VI - INITIAL DIRECTOR

The name and address of each member of the first Board of Directors are:

John Seba
P.O. Box 194497
San Juan, PR 00919-4497

ARTICLE VII - SUBSCRIBERS

The name and address of each subscriber of these Articles of Incorporation are:

John Seba
P.O. Box 194497
San Juan, PR 00919-4497

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the stockholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of stockholders may be called by a majority of the stockholders.

ARTICLE X - STOCKHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders.

If a quorum is present, the affirmative vote of a majority of the shares

represented at the meeting and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by the majority of the stock entitled to vote thereon.

ARTICLE XII - AFFILIATED TRANSACTIONS

This corporation elects not to be governed by the section of the Florida Business Corporation Act, as hereafter might be amended, dealing with affiliated transactions.

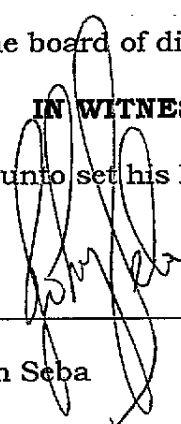
ARTICLE XIII - INITIAL PRINCIPAL OFFICE OR MAILING ADDRESS

The initial principal office or mailing address is as follows:

525 F.D. Roosevelt Avenue
Plaza Las Americas
2do Nivel
San Juan, PR 00918

The principal place of business may be changed by a majority of the members of the board of directors present at a validly convened meeting.

IN WITNESS WHEREOF, the Subscriber of these Articles of Incorporation has hereunto set his hand and seal this 27 day of August, 1998.



John Seba

C E R T I F I C A T E
DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In compliance with Florida Statutes, the following is submitted. First - that ZUARÉE, INC. desiring to organize under the laws of the State of Florida with its principal office at 525 F.D. Roosevelt Avenue, Plaza Las Americas, 2do Nivel, San Juan, PR 00918, has named Law Office of Carlos A. Romero, Jr., P.A. located at 3195 Ponce de Leon Blvd., Suite 400, Coral Gables, FL 33134, as its agent to accept service of process within this State.

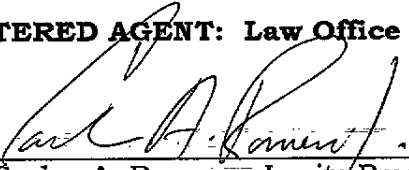
A C K N O W L E D G M E N T

(MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office. The registered agent is familiar with, and accepts, the obligations provided under the Florida Business Corporation Act.

REGISTERED AGENT: Law Office of Carlos A. Romero, Jr., P.A.

By:


Carlos A. Romero, Jr., its President
Law Office of Carlos A. Romero, Jr., P.A.
3195 Ponce de Leon Blvd., Suite 400
Coral Gables, FL 33134

90 SEP -4 AM 9:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA