

P98000087174



ACCOUNT NO. : 072100000032

REFERENCE : 992591 92490A

AUTHORIZATION : Patricia Pique

COST LIMIT : \$ 87.50

ORDER DATE : October 12, 1998

ORDER TIME : 10:18 AM

ORDER NO. : 992591-005

CUSTOMER NO: 92490A

CUSTOMER: Ms. Lydia Dunkleberger  
PROFILET VAZQUEZ & HESS  
PROFILET VAZQUEZ & HESS  
Suite 407  
501 Brickell Key Drive  
Miami, FL 33131

500002661565--3

DOMESTIC FILING

NAME: ZAKINTHOS USA, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*JR* 10/12/98

98 OCT 12 PM 2:07  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

DIVISION OF CORPORATION

98 OCT 12 AM 11:34

RECEIVED

**ARTICLES OF INCORPORATION**  
**OF**  
**ZAKINTHOS USA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 12 PM 2:07

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is ZAKINTHOS USA, INC., (the "corporation").

**ARTICLE II**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**

The Corporation is authorized to issue 10,000 shares of common stock, with a par value of \$1.00 per share.

**ARTICLE IV**

The address of the principal office of the Corporation, and its mailing address, is 501 Brickell Key Drive, suite 407, Miami, Florida 33131.

**ARTICLE V**

The street address of the Corporation's initial registered office is 501 Brickell Key Drive, suite 407, Miami, Florida 33131 and the name of the initial registered agent is Thomas J. Hess, Esq.

**ARTICLE VI**


The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise

provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### **ARTICLE VII**

The name and address of the incorporator of the Corporation is Thomas J. Hess, Esq., 501 Brickell Key Drive, Suite 407, Miami, Florida 33131.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation as of the 9th day of October, 1998.

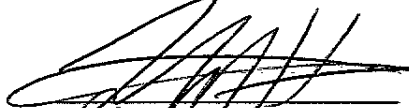
  
Thomas J. Hess, Esq.  
Incorporator

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 12 PM 2:08


ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for ZAKINTHOS USA, INC., at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statues relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 9th day of October, 1998

  
Thomas J. Hess, Esq.

The foregoing instrument was acknowledged before me on this 9th day of October, 1998 by Thomas J. Hess, personally known to me and who has taken the oath.

  
Notary Public, State of Florida  
Elvia L. Dunkleberger **ELVIA L. DUNKLEBERGER**  
My Commission Expires **COMMISSION # CC 644808**  
**EXPIRES MAY 7, 2001**  
BONDED THRU  
**ATLANTIC BONDING CO., INC.**

Dated as of the 9th day of October, 1998.