

Division of Corporations

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From: Account Name : RODRIGUEZ, KINZBRUNNER & CONIGLIO
Account Number : I19990000169
Phone : (954)680-6114
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FLORIDA PROFIT CORPORATION OR P.A.

ZION DIRECT, INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ZION DIRECT, INC.

The undersigned, for the purpose of forming a Corporation under Florida General Corporation Act Chapter 607, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be:

ZION DIRECT, INC.

The initial office and the mailing address of this corporation shall be 700 East Atlantic Blvd., Studio 307, Pompano Beach, Florida 33060.

ARTICLE II

The duration of this corporation is perpetual and shall commence its corporate existence on January 1, 2000, or as soon thereafter as permitted by State of Florida Law.

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PREPARER:

RODRIGUEZ, KINZBRUNNER & CONIGLIO
4801 S. UNIVERSITY DR., SUITE 3000
DAVIE, FLORIDA 33328
PHONE: (954) 680-6114
FACSIMILE AUDIT NO.:H99000033447 6

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ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of this corporation is 4801 South University Drive, Suite 3000, Davie, Florida 33328, and the name of the initial Registered Agent of this corporation at that address is Miguel J. Rodriguez.

ARTICLE VI

The business of the Corporation shall be conducted by a Board of Directors, the number of members of which shall, except for the initial board, be determined by the By-Laws, but shall never be fewer than one (1).

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ARTICLE VII

The initial Board of Directors shall consist of one (1) member. The name and street address of the initial board of Directors, who shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified is as follows:

**Victoria Hardman
700 East Atlantic Blvd., Studio 307
Pompano Beach, Florida 33060**

ARTICLE VIII

The name and address of the Incorporator of this Corporation is:

**Miguel J. Rodriguez
4801 South University Drive, Suite 3000
Davie, Florida 33328**

ARTICLE IX

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the

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fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connecting with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any Criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the Court in which such action or suit was brought determines, on application, that, despite the adjudication of liability, such person is fairly and reasonably entitled to indemnify in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct in advance of the final disposition of any action, suit or proceeding, on a preliminary determination of the Director, Officer, employee, or agent met the applicable standard of conduct and in receipt of any undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

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B. The Corporation shall also indemnify any Director, Officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such Director, Officer, employee or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the Corporation shall have power to make any other or future indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted a majority of disinterested directors, or duly authorized by a majority of stockholders.

E. If any expenses or other amounts are paid by way of indemnification, other than by court order or action by the stockholders, the Corporation shall not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of Directors, a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

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ARTICLE X

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee, or agent, of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have authority to indemnify him against such liability under the provisions under these Articles, or under law.

ARTICLE XI

No contract or other transaction between the Corporation and one or more of its Directors of any other corporation, firm association, or entity in which one or more of its Directors or Officers are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a Committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known tot he board of Directors or Committee which authorizes, approves, or rectifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

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(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or rectify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable, as to the Corporation at the time it is authorized by the Board, a Committee, or the stockholders.

IN WITNESS WHEREOF, the Incorporator hereto has hereunto affixed his hand and seal this 30 day of December, 1999.


MIGUEL J. RODRIGUEZ, INCORPORATOR

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

MIGUEL J. RODRIGUEZ, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


MIGUEL J. RODRIGUEZ 12/30/99
DATE

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