

F98000001035

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Z & S Associates, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

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*****70.00 *****70.00

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Sal Maiwandi
(Name of Person)

Z & S Associates, Inc.
(Firm/Company)

13549 Magnolia Park Court
(Address)

Windermere, FL 34786-7413
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Sal Maiwandi at (407) 654-9123
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Z & S Associates, Inc.
13549 Magnolia Park Court Windermere, Florida 34786-7413

Febrarary 17, 1998

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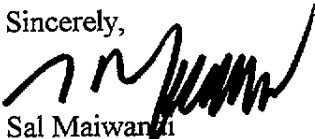
**RE: Registration as a
Foreign Corporation**

Dear Sir or Madam:

We have opened a business under name Z & S Associates, Inc and incorporated in the State of Delaware would like to perform engineering consultant business in the state of Florida. Requesting to be registered and provide us necessary document for opening a checking account in the state of Florida.

If you have any questions, please call me at 407-654-9123.

Sincerely,



Sal Maiwand
Chairman Z & S Associates, Inc.

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Z & S Associates, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. State of Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FEL number, if applicable)

4. 1998 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 13549 Magnolia Park Court Windermere, FL 34786 7413
(Current mailing address)

8. engineering consulting
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Sal Maiwandi

Office Address: 13549 Magnolia Park Court

Windermere, Florida, 34786-7413
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Chairman: Sal Maiwandi

Address: 13549 Magnolia Park Court

Windermere, FL 34786-7413

Vice Chairman: _____

Address: _____

Director: Zari Maiwandi

Address: 13549 Magnolia Park Court

Windermere, FL 34786-7413

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

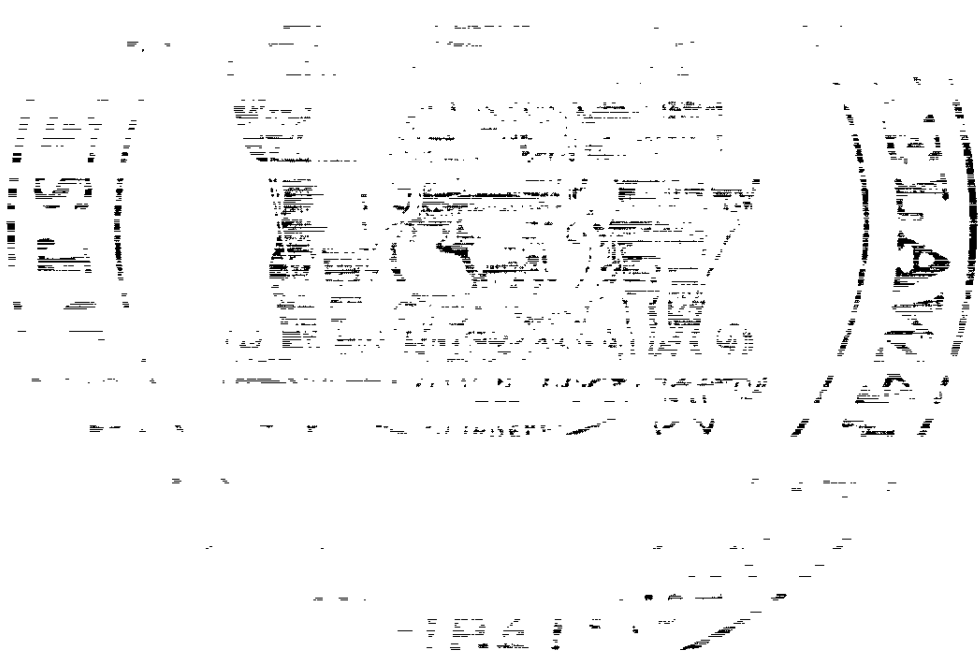
13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Sal Maiwandi _____
(Typed or printed name and capacity of person signing application)

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "Z & S ASSOCIATES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF JANUARY, A.D. 1998.



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DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8863634

DATE:

01-13-98