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MAY-20-2000 14:53
Division of Corporations

EMPIRE CORPORATE KIT

P.02/06

Florida Department of State
Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

ZOE DISTRIBUTORS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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EMPIRE CORPORATE KIT

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FLORIDA DEPARTMENT OF STATE
Katharine Harris
Secretary of State

April 20, 2000

EMPIRE

SUBJECT: ZOE DISTRIBUTORS, INC.
REF: W000000010470

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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ARTICLES OF INCORPORATION
OF
ZOE DISTRIBUTORS, INC.

EFFECTIVE DATE
4-19-00

ARTICLE I - NAME

The name of the corporation is: ZOE DISTRIBUTORS, INC.

ARTICLE II - DURATION

This corporation shall be perpetual commencing the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to:

- a. Any and all lawful business.
- b. Pursue its purposes and business in any and all locations foreign and domestic.
- c. Acquire, own, hold, develop, deal in and with, maintain and operate, unlimitedly, such real and personal property of every kind and description within and without the State of Florida.
- d. Buy and sell real and personal property of any nature whatsoever.
- e. Convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise deal with any property.
- f. Import and export wares, goods and merchandise of any nature whatsoever.
- g. Carry on all or any of the business of manufacturers, producers, fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.
- h. Purchase, hold, sell, transfer or deal in any manner with or in stocks, bonds, obligations, securities or interests of its own or of any other person, firm or corporation.
- i. Pay cash or issue capital stock, debentures, bonds, mortgages, or other obligations of the corporation for any acquisition by the corporation and for any other lawful purpose.
- j. Engage in the acquisition, ownership, sale, distribution and licensing of patents, improvements and franchises, trademarks and trade names, and to operate thereunder.

This document prepared by:

Harvey L. Rubinchik, Esq.
1776 North Pine Island Road, Suite 118
Plantation, Florida 33322 Tel: (954) 475-9995

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Florida Bar No: 164907

k. Enter into, make and perform contracts of every kind and description with any person, firm or association, corporation and body politic conducive to the attainment of any of the objects or purposes of the corporation.

l. Enter into any and all types of agreements relating to financing, factoring and guarantees and to guarantee or secure, in any way, the debts or obligations of any other persons, firms and/or corporations.

m. Guarantee performance by any other person and/or entity.

In general, this corporation may, without restriction, perform any and all acts and functions permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for ZOE DISTRIBUTORS, INC., is 7107 NW 73rd Street, Tamarac, Florida 33319.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

HARVEY L. RUBINCHIK, ESQUIRE
HARVEY L. RUBINCHIK, P.A.
1776 Pine Island Road
Suite 118
Plantation, Florida 33322
Telephone (954) 475-9995

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one (1). The name and address of the director of this corporation are:

NAME

Helen Reingold

ADDRESS

7107 NW 73rd Street
Tamarac, Florida 33319

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ARTICLE VIII - INCORPORATOR

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

Helen Reingold
7107 NW 73rd Street
Tamarac, Florida 33319

ARTICLE IX - 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 subscriber has executed these Articles of Incorporation this 19 day of April, 2000.

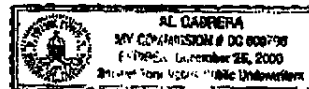
Helen Reingold
HELEN REINGOLD

STATE OF FLORIDA) SS.
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 19 day of April, 2000 by HELEN REINGOLD, who is personally known to me / or who has produced the foregoing identification FID # 28283921258 Drivers License and who did / did not take an oath.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA
Name:

My Commission expires: 12-25-2000



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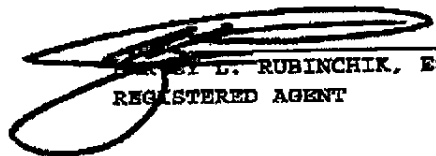
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

In pursuance with Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST; That ZOE DISTRIBUTORS, INC. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Tamarac, Broward County, State of Florida, has named HARVEY L. RUBINCHIK, ESQUIRE, 1776 North Pine Island Road, Suite 118, Plantation, Florida 33322 as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


HARVEY L. RUBINCHIK, ESQUIRE
REGISTERED AGENT

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