

PG0000051373

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
850-222-1092

DATE: 5/24

400003265064--6
-05/24/00--01049--008
*****35.00 *****35.00

Corporation(s) Name

400003265064--6
-05/25/00--01033--021
*****35.00 *****35.00

Zeleris USA, Inc.

☐ Profit
☐ Nonprofit

☒ Amendment

☐ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

***Special Instructions**

☐ Certified Copy
☐ Photocopies
☐ Parts/amends/mergers ☐ Other-See Above

☐ CUS

☒ Walk in

☒ Pick-up

☐ Will Wait

Please Return Filed Stamped
Copies To:

Carol Clark
T. SMITH
Thank You!

W-13462

FILED
00 MAY 24 AM 10:59
RECEIVED
00 MAY 24 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 24, 2000

CT CORPORATION SYSTEM
660 E JEFFERSON ST
TALLAHASSEE, FL 32301

SUBJECT: ZELERIS USA, INC.
Ref. Number: W00000013462

We have received your document for ZELERIS USA, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. ✓

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

To: Tracy Smith
Document Specialist

Letter Number: 900A00029677

From: Carol Clark

A Must this
be back-dated
to 5-24-00
Thanks,
M.S.

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 24 PM 4:41

RECEIVED

ARTICLES OF INCORPORATION

OF

ZELERIS USA, INC.

ARTICLE I

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

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 1221 Brickell Avenue, Miami, Florida, 33131.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The name and address of the Corporation's initial registered office is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of Directors constituting the initial Board of Directors one (1), and the name of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified are:

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00 MAY 24 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rafael Hernandez
1221 Brickell Avenue
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Patricia Menendez Cambo and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

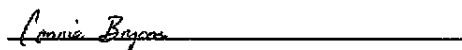
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of May, 2000.


Patricia Menendez Cambo, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ZELERIS USA, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CT CORPORATION SYSTEM



as Agent for the Registered Agent

Dated: May 23, 2000

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

00 MAY 24 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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