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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032

REFERENCE : 733992 4336650

AUTHORIZATION :

Patricia Ryzko

COST LIMIT : \$ 78.75

ORDER DATE : June 16, 2000

ORDER TIME : 9:58 AM

ORDER NO. : 733992-005

100003293761--6

CUSTOMER NO: 4336650

CUSTOMER: Ms. Michelle E. Smith
BAKER & MCKENZIE
BAKER & MCKENZIE
19th Floor
1200 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: ZUDAR HOLDINGS, 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
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

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ARTICLES OF INCORPORATION

OF

**ZUDAR HOLDINGS, INC.,
a Florida Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE I

NAME

The name of this corporation is Zudar Holdings, Inc. and its principal and mailing address is 870 West 25th Street, Hialeah, Florida 33010.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States, and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) shares of \$0.01 par value common stock, which shall be designated "common shares".

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this Corporation at that address is Corporation Service Company.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) initial directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the directors of this Corporation are:

Zuly V. Cobas, 870 West 25th Street, Hialeah, Florida 33010

Dario Cobas, 870 West 25th Street, Hialeah, Florida 33010

ARTICLE VII

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the rights to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE VIII

INDEMNIFICATION

This Corporation shall indemnify and shall advance expenses to its officers and directors to the fullest extent permitted by law in existence now or hereafter.

ARTICLE IX

INCORPORATOR

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

Anna Krimshstein, Esquire
Baker & McKenzie
1200 Brickell Avenue, 19th Floor
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of June, 2000.



Anna Krimshstein, Esq.

**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON
WHOM PROCESS MAY BE SERVED**

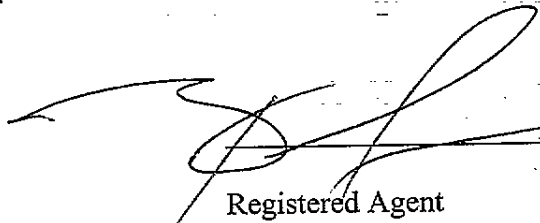
WITNESSETH

That Zudar Holdings, Inc. desiring to organize under the laws of the State of Florida, has named Corporation Service Company as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607-0505, Florida Statutes.

Dated this 16th day of June, 2000.


Registered Agent
BRIAN COURTNEY, ASST. V.P.

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