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FLORIDA PROFIT CORPORATION OR P.A.

ZIPLACE, INC.

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Alberto Benitez

20726 NE 16th Ave A-6

St. Miami Beach, FL 33179

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**ARTICLES OF INCORPORATION  
OF  
ZIPLACE, Inc**

We, the undersigned, all of whom are of legal age, do hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations.

**ARTICLE I**

The name shall be: **ZIPLACE, Inc**

**ARTICLE II**

The general nature of business and the objects and purposes to be transacted and carried on are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. Buy, sell, and hold real property, and to do any and all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

B. To build, construct and alter houses, buildings and structures of whatsoever nature and kind; to develop real property generally; and to purchase, manufacture, acquire hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description.

C. To conduct all types of business and operations; to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependencies of the United States.

D. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this corporation.

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere; and, generally to deal in the traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein; and, to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed, and/or

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personal property; and, to grant, sell and otherwise deal in franchises and licenses.

F. To factor, lend or borrow money, to be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures, or other evidence thereof, and mortgage, trust deed, pledges or other securities for the payment of same.

G. To act as agent, broker, or attorney-in fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or partly, and to pay for the same in cash, stocks, or bonds of the corporation or otherwise.

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein or thereunder.

J. To purchase, subscribe to or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker, or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interests in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist, or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union, or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person, governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on.

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**ARTICLE III**

This corporation shall have a perpetual term of existence.

**ARTICLE IV**

The initial street address of said corporation shall be 20725 NE 16<sup>th</sup> Ave. A6, North Miami Beach, Fl 33179, with the privilege of having its office and branch offices at other places within or without the State of Florida.

**ARTICLE V**

The name and address of the incorporator is Alberto Benmeleh, 20725 NE 16<sup>th</sup> Ave. A6, North Miami Beach, Fl 33179.

**ARTICLE VI**

The number of Directors of this corporation shall be not less than one (1) nor more than (10), and the initial Board of Directors of this corporation shall be comprised of one (1) member.

**ARTICLE VII**

The name and street address of the persons who are appointed to act as Directors until first annual meeting of the stockholders or until his successor is elected and shall qualify are Alberto Benmeleh & Isabel Benmeleh.

**ARTICLE VIII**

The name and address of the initial officers of the corporation shall be Alberto Benmeleh President, Isabel Benmeleh Vicepresident, 20725 NE 16<sup>th</sup> Ave. A6, North Miami Beach, Fl 33179.

**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon.

**ARTICLE X**

The maximum number of shares which the corporation shall have the authority to issue is One Thousand (1,000) shares of common stock with a par value of One Dollar and No/ Cents (\$1.00) each.

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The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is One Thousand (\$1,000) Dollars in cash or property equivalent value.

**ARTICLE XI**

The address of the registered office of this corporation shall be 20725 NE 16<sup>th</sup> Ave A6, North Miami Beach, FL 33179

The corporation has designated as its Registered Agent Alberto Benmeleh, who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

**ARTICLE XII**

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such person or his legal representative may be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be made a party or may be threatened to be a made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals at North Miami Beach, Dade County, Florida, this 1<sup>st</sup> day of October 2000

  
Alberto Benmeleh

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STATE OF FLORIDA  
COUNTY OF BROWARD ]

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BEFORE ME, the undersigned authority, personally appeared Alberto Benmeleh personally known to me or who produced the following identification: POLICE, me known to me to be the individual described in and who executed the foregoing Certificate of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Broward County, Florida, this 21 day of SEP, 2000

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires: 06/2002

**ACKNOWLEDGEMENT**

Having been named a Registered Agent for the above stated corporation at the place designated in these Articles, I hereby accept to act in this capacity, and agree to comply with the provisions of all applicable statutes relative to keeping open said office.

DATED, this the \_\_\_\_ day of \_\_\_\_\_, 2000

**REGISTERED AGENT**

By:   
\_\_\_\_\_  
Alberto Benmeleh

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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