

PD00000108248

Zgad Holdings, Inc.  
1065 N.E. 125<sup>th</sup> Street  
Suite 321  
North Miami, Florida 33161

August 29, 2000

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314-6327

000003468360--7  
-11/17/00--D1028--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **ZGAD HOLDINGS, INC.**

Enclosed is one copy and the original for the above named corporation.  
Also is included a check in the amount of 78.75 to file the costs of covering the  
filing of the above named Articles of Incorporation.

Sincerely,

David Zilberman  
Incorporator

FILED  
00 NOV 17 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch NOV 21 2000

**ARTICLES OF INCORPORATION**

**OF**

**ZGAD HOLDINGS, INC.**

FILED

00 NOV 17 AM 8:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be:

Zgad Holdings, Inc.  
1065 N.E. 125<sup>th</sup> Street  
Suite 321  
North Miami, Florida 33161

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida for corporations.

**ARTICLE III**

The Capital Stock of this Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
100	\$ 1.00	Common

The consideration for all of the said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

#### **ARTICLE V**

The initial registered office of this corporation shall be located at 1065 N.E. 125<sup>th</sup> Street #321, North Miami, Florida 33161, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at the address shall be David Zilberman.

#### **ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time-to-time unless the stockholders shall, by a majority vote thereafter, determine that the Stockholders manage the Corporation.

#### **ARTICLE VII**

The name and address of the first director(s) and officer(s) of the corporation who shall hold office for the first year or until his/her successor(s) is duly elected and qualified, shall be:

David Zilberman	Director
1065 N.E. 125 <sup>th</sup> Street	
Suite 321	
North Miami, Florida 33161	

#### **ARTICLE VIII**

The name and address of the incorporator is:

David Zilberman  
1065 N.E. 125<sup>th</sup> Street  
Suite 321  
North Miami, Florida 33161

## ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected by the fact that the directors of this Corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contact or transaction of this Corporation, provided that the fact he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director of such other corporation, or who is so interested, may be counted in determining the existence of quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such a director or officer of such other corporation, or not so interested.

## ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.


## ARTICLE XI

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he/she (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he/she is or was at the time a director of the Corporation; (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he/she is or was at the time a director of the Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact the he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

## ARTICLE XII

The Board of Directors shall adopt the initial By-Laws of this corporation. The By-Laws may be repealed or either the Board of Directors of the Shareholders may adopt amended and new By-Laws.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator herein above named, for the purpose of forming a corporation to do business both within and without the State of Florida under the laws of the State of Florida, make and file these Articles of Incorporation, hereby certifying and declaring that the facts stated herein are true, and hereunto set my hand and seal this 6<sup>th</sup> day of the month of November, 2000.

  
\_\_\_\_\_  
David Zilberman  
Incorporator

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

In compliance with the laws of the State of Florida, the following is submitted:

1. Zgad Holdings, Inc., desiring to organize under the laws of the State of Florida, has named David Zilberman its statutory registered agent.

Having been named the statutory agent of the above-named Corporation at the place designated in this certificate, I hereby accept the same and agree to act in its capacity, and agree to comply with the provisions of Florida Law relative to keeping the registered office open.

  
David Zilberman, Registered Agent

Dated this 6<sup>th</sup> day of November, 2000.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA