

P000000114901

FE

TRANSMITTAL LETTER

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

800003502698--0  
-12/15/00--01087--001  
\*\*\*\*128.75 \*\*\*\*128.75

SUBJECT: Zanzara International, Ltd.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

800003502698--0  
-12/15/00--01087--002  
\*\*\*\*650.00 \*\*\*\*650.00

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
-----------------------	---------

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 12 PM 3:51

FROM: SIMON, SIGALOS & SPYREDES, P.A.  
Name (Printed or typed)

4800 North Federal Highway, Suite 100-D  
Address

Boca Raton, Florida 33431  
City, State & Zip

(561) 447-0017

Daytime Telephone number

Name	Available
Document Examiner	
Updater	
Updater	
Verifier	
Acknowledgement	
A. P. Verifier	

Fla  
Domes  
12/15

PF \$500  
WR 150  
FF \$120.00  
CC 8.75

H00A 0003361

**SIMON, SIGALOS & SPYREDES**

PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
THE SANCTUARY CENTRE  
4800 NORTH FEDERAL HIGHWAY  
SUITE 100-D  
BOCA RATON, FLORIDA 33431

MICHAEL W. SIMON  
GEORGE L. SIGALOS  
ANASTASIOS TOM SPYREDES

TELEPHONE (561) 447-0017  
FACSIMILE (561) 447-0018

December 7, 2000

**VIA OVERNIGHT MAIL**

Secretary of State Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399  
Attn: Gerry York

Dear Gerry:

As per our telephone conversation of November 2, 2000, I confirm that we represent ZANZARA INTERNATIONAL, LTD. and that our client began transacting business in the State of Florida in or about October of 1999. As further advised, our client did not file its foreign registration and per our agreement, enclosed herewith please find our check number 3518 for \$650.00 representing the \$150.00 - 1999 filing fee and \$500.00 penalty reduced from \$1,000.00 as agreed. Also enclosed please find our Certificate of Domestication along with check number 3517 for the sum of \$128.75 and accompanying Articles of Incorporation to domesticate ZANZARA INTERNATIONAL, LTD. here in Florida. Per your advice to me, I am sending these materials to you so that you can attend to having them filed and thereby avoid any potential confusion over the foreign registration coupled with the domestication. Enclosed herewith please also find our return overnight prepaid, pre-addressed envelope. Please have the domesticated corporate documents returned to us in the enclosed once they have been filed.

I thank you for your assistance in this matter and attention the same and remain,

Yours truly,



Anastasios Tom Spyredes

ATS:mm  
Enclosures  
cc: Client



# *Department of State*

## *Memorandum Office of the General Counsel*

---

TO: File

FROM: Gerard York, Assistant General Counsel

DATE: December 12, 2000

RE: Zanzara International, Inc.

---

Based on my review of the file and the payments received from the corporation, it is my recommendation that this file be closed. Corporation has paid outstanding report fees from 1999 of \$150.00 and foreign non-qualified penalties from 1999 of \$500.00 assessed at the statutory minimum of \$500.00 per year. After consultation with counsel, corporation wishes to domesticate as a Florida corporation. Accordingly, it is recommended this file be closed.

/gty

✓



**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
**Secretary of State**  
**OFFICE OF THE GENERAL COUNSEL**

---

**F A C S I M I L E   T R A N S M I T T A L**

**TO FAX NUMBER:** (561) 447-0018

**Please deliver the following pages to:**

**NAME:** Mr. Tom Spyredes, Esq.,

**CLIENT:** Zanzara International, Ltd.

**CITY/STATE:** Boca Raton, Florida

**SENDER:** Gerard T. York, Esq.,  
Assistant General Counsel

**DATE/TIME:** 11/02/00 4:49 PM

**NUMBER OF PAGES (including transmittal sheet):** 4

**FROM FAX:** 850/922-5763 (Suncom 292-5763)

**COMMENTS:** This communication is further to our conversation today regarding annual report fees and statutory penalties which would be assessed against Zanzara International, Ltd, under section 607.1502(4), Florida Statutes.

You have indicated Zanzara International, Ltd, has transacted business in Florida since 1999. Accordingly, an amount of \$1150.00 is due, reflecting annual report fees from 1999 of \$150.00 and statutory penalties of \$1000.00. We would, however, offer to settle the issue of annual report fees and foreign non-qualified penalties from

**Zanzara International, Ltd., for the sum of \$650.00, reflecting annual report fees from 1999 of \$150.00 and penalties from 1999 of \$500.00 assessed at the statutory minimum of \$500.00 per year. This offer remains in effect until December 15, 2000.**

**Upon completion of the application and receipt of a check in that amount (plus any applicable filing fees) payable to the Department of State, Division of Corporations, I will instruct the Division of Corporations to issue Zanzara International, Ltd., a Certificate of Authority to transact business in Florida. Please mail the check to this attorney at: Office of General Counsel, LL-10, The Capitol, Tallahassee, Florida 32399-0250.**

**Please do not hesitate to contact me should you have any questions.**

**If there are any problems in receiving this transmission, call Cara at 850/414-5536 or Suncom 994-5536.**

**LL-10 • THE CAPITOL • TALLAHASSEE, FLORIDA 32399-0250**

## CERTIFICATE OF DOMESTICATION

The undersigned, Serge Abecassis, President,  
(Name) (Title)

of Zanzara International a foreign Corporation,  
(Corporation Name)  
in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed was June 14, 1984.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was State of Illinois.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Zanzara International, Ltd.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Zanzara International, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was State of Illinois.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Zanzara International Ltd.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done

so this the 7 day of DECEMBER, 2000

  
(Authorized Signature)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 12 PM 3:51

### Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION**

**OF**

**ZANZARA INTERNATIONAL, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**ZANZARA INTERNATIONAL, INC.**

The address of the principal office of this corporation shall be 1141 S. Rogers Circle, Suite 5, Boca Raton, Florida 33487, and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

The business may engage or transact in any or all lawful activities or business consistent with the nature of the business of marketing and selling men's apparel and accessories and as set forth herein and permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.01 par value per share.

**ARTICLE IV. REGISTERED AGENT/ADDRESS**

The street address of the initial registered office of the corporation shall be 1141 S. Rogers Circle, Suite 5, Boca Raton, Florida 33487 and the name of the initial registered agent of the corporation at that address is Serge Abecassis.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 12 PM 3:51

## ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have TWO (2) director, initially. The name and street address of the initial member of the Board of Directors is:

Serge Abecassis  
1141 S. Rogers Circle, Suite 5  
Boca Raton, Florida 33487

Larry Ganet  
6 South 260  
New Hope Road  
Naperville, Illinois 60540

## ARTICLE VII. OFFICERS

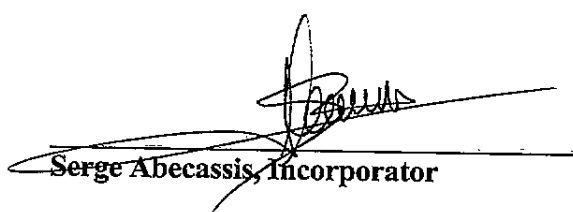
The corporation shall have one (1) officer initially. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until successors are elected or appointed are:

President/Secretary/Treasurer: Serge Abecassis  
Vice President: Larry Ganet

## ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Serge Abecassis, 1141 S. Rogers Circle, Suite 5, Boca Raton, Florida 33487.

The undersigned has executed these Articles of Incorporation this 7<sup>th</sup> day of <sup>DECEMBER</sup> November, 2000.

  
Serge Abecassis, Incorporator



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ZANZARA INTERNATIONAL, INC.
2. The name and address of the registered agent and office is: SERGE ABECASSIS, 1141 S. Rogers Circle, Suite 5, Boca Raton, Florida 33487.

~~December~~  
~~November~~ 7, 2000.

  
Serge Abecassis

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 DEC 12 PM 3:51

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

~~December~~  
~~November~~ 7, 2000.

  
Serge Abecassis