

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Zelmira, Inc.

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-03/21/01--01024--014
*****78.75 *****78.75

- APPROVED
AND
FILED
01 MAR 21 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
- RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 21 AM 10:16
FILED
TO AGENT
SUFFICIENT
OF FILING
- ☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ Courier _____

Signature _____

Requested by: SR

Name _____

Date 3/21/01

Time 9:46

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION

OF

ZELMIRA, INC.

APPROVED
AND
FILED
01 MAR 21 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation shall be:

ZELMIRA, INC.

ARTICLE II.

The general nature of business to be carried on by this corporation,
is:

- a. To enter into any and all contracts with any person, firm, corporation and/or association.
- b. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- c. To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other enterprise.
- d. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and/or personal property or any interest therein, wherever situated.
- e. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- f. To engage in the transaction of any and all lawful business or businesses for which corporations may be incorporated under The Florida Business Corporation Act of the State of Florida.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to issue is ONE THOUSAND (1000) shares of common stock of ONE and NO/100 (\$1.00) DOLLAR par value each.

ARTICLE IV.

The shareholders of this corporation shall have preemptive right to acquire unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

ARTICLE V.

This corporation is to have perpetual existence.

ARTICLE VI.

The principal office of this corporation shall be located at 1581 Brickell Avenue, Suite 1202, Miami, Florida 33129, with the corporation retaining the power of moving its principal office to any other address in the State of Florida, as may, from time to time, and at any time, be determined by its Board of Directors, with branch offices in such other cities, counties, states and countries as may from time to time, and at any time, be determined by its Board of Directors.

ARTICLE VII.

The initial registered office of this corporation shall be at 1581 Brickell Avenue, Suite 1202, Miami, Florida 33129. The initial Registered Agent at such address shall be CARLOS HARRINGTON.

ARTICLE VIII.

This corporation shall at all times have at least ONE (1) Director who shall conduct the business of the corporation as a Board of Directors. The stockholders of the corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the corporation, provided the corporation has at least ONE (1) Director.

ARTICLE IX.

The names and addresses of the members of the initial Board of Directors of the corporation, who shall hold office until the first annual meeting of stockholders, and until their successors are elected and qualified, or until their earlier removal from office, resignation or death are:

OSCAR ALBERTO IMBELLONE
c/o Cano Properties, Inc.
1581 Brickell Avenue
Suite 1202
Miami, Florida 33129

FRANCESCA IMBELLONE
c/o Cano Properties, Inc.
1581 Brickell Avenue
Suite 1202
Miami, Florida 33129

MARIA PIA IMBELLONE
c/o Cano Properties, Inc.
1581 Brickell Avenue
Suite 1202
Miami, Florida 33129

ARTICLE X.

The name and address of the incorporator is:

JOSE RAMON RODRIGUEZ
275 Fontainebleau Boulevard
Suite 135
Miami, Florida 33172

ARTICLE XI.

The Bylaws of this corporation may be created, amended, changed or replaced by the Stockholders or by the Board of Directors of the corporation at any duly scheduled meeting called for that purpose.

ARTICLE XII.

This corporation shall indemnify any officer or Director, or any former officer or Director, or any person who serves, at the request of the corporation, as an officer or director of another corporation, to the full extent permitted by law.

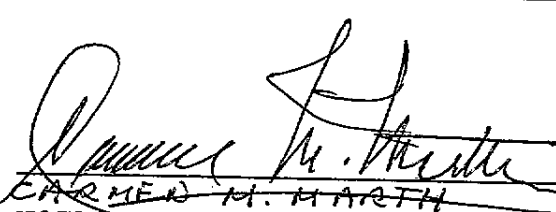
I, the undersigned, do hereby subscribe, acknowledge and file these Articles of Incorporation, hereby certifying that the facts contained herein are true and correct, and accordingly hereto set my hand and seal this 20th day of March, 2001.



JOSE RAMON RODRIGUEZ

(SEAL)

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20th day of March, 2001, by JOSE RAMON RODRIGUEZ, who is personally known by me or who has produced _____
as identification.


CARMEN M. MARTH
NOTARY PUBLIC, State of Florida
at Large

 Carmen M. Marth
Commission # CC 928954
Expires April 20, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

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

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First--That ZELMIRA, INC.

desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the articles of incor-
poration at City of MIAMI County
of MIAMI-DADE, State of FLORIDA

has named CARLOS HARRINGTON

located at 1581 Brickell Avenue, Suite 1202
(Street address and number of building, Post Office Box
address not acceptable)

City of MIAMI, County of MIAMI-DADE,
State of Florida 33129 as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the provision
of said Act relative to keeping open said office.

By


CARLOS HARRINGTON
(Registered Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 21 PM 1:50

APPROVED
AND
FILED