

**CAPITAL CONNECTION, INC.**

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

**P01000075249**

ZAZOU, Inc

500004506865--2  
-07/30/01--01019--035  
\*\*\*\*\*335.00 \*\*\*\*\*70.00

- 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 \_\_\_\_\_

**FILED**  
01 JUL 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
01 JUL 30 AM 11:43  
DIVISION OF CORPORATION

**W01-17549**

**J. BRYAN JUL 30 2001**

Signature \_\_\_\_\_

Requested by: EW

7/30 10:15

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 30, 2001

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA ST., STE. 1  
TALLAHASSEE, FL 32301

SUBJECT: ZAZOU, INC.  
Ref. Number: W01000017549

We have received your document for ZAZOU, INC. and your check(s) totaling \$335.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan  
Document Specialist  
New Filing Section

Letter Number: 601A00044087

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
JUL 31 PM 2:43  
NO FILING  
ACKNOWLEDGE  
OFFICE OF FILING

FILED  
01 JUL 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ZAZOU USA, INC.**

The undersigned subscriber to these articles of incorporation, being a natural person and competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this Corporation is **ZaZou USA, Inc.**

**ARTICLE II. PURPOSE**

This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a Corporation organized under the Florida general Corporation law, as in effect from time to time.

**ARTICLE III. CAPITAL STOCK AUTHORIZED**

a. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock at one dollar (\$1.00) per share par value.

b. The consideration to be paid for each share shall be payable in lawful money, property, labor or services.

**ARTICLE IV. DURATION**

The Corporation shall have perpetual existence.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office and the principal place of business of this Corporation is: **ALAN SAKOWITZ, c/o Sakowitz & Sakowitz, Chartered, 1111 Kane Concourse, Suite 401, Bay Harbor Islands, Florida 33154** and the name of the initial registered agent of this Corporation at that address is **ALAN SAKOWITZ.**

**ARTICLE VI. INCORPORATOR**

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

Alan Sakowitz  
1111 Kane Concourse, Suite 401  
Bay Harbor Islands, Florida 33154

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of members of the initial board of directors shall be Two. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the Directors of this Corporation are:

**Alan Sakowitz**  
**1111 Kane Concourse, Suite 401**  
**Bay Harbor Islands, Florida 33154**

**Maurice Egozi**  
**1111 Kane Concourse, Suite 401**  
**Bay Harbor Islands, FL 33154**

## **ARTICLE VIII. INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

## **ARTICLE IX. INFORMAL DIRECTOR ACTION**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

## **ARTICLE X. INDEMNIFICATION**

The Corporation shall indemnify each officer, director, former officer and former director, against all expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding which they may be involved, by reason of them being or having been a director or officer of the Corporation, to the fullest extent permitted by law.

## **ARTICLE XI. BYLAW AGREEMENT**

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors, and Stockholders provided that such amendment be in compliance with the laws of Florida.

## **ARTICLE XII. PREEMPTIVE RIGHTS**



The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property

or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

**ARTICLE XIII. ACCEPTANCE OF REGISTERED AGENT**

The above named registered agent agrees to act in said capacity and to comply with the provisions of all statutes relative to the performance as a registered agent.

**IN WITNESS WHEREOF**, The undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 27<sup>th</sup> day of July 2001.

  
\_\_\_\_\_  
ALAN SAKOWITZ, Incorporator  
  
\_\_\_\_\_  
ALAN SAKOWITZ, Registered Agent

STATE OF FLORIDA        }  
                                      }  
                                      } SS  
COUNTY OF MIAMI-DADE }

I **HEREBY CERTIFY** that before me, the undersigned authority, personally appeared **Alan Sakowitz** to me personally known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation for the uses and purposes therein expressed.

**WITNESS** my hand and official seal in the county and state last aforesaid this 27<sup>th</sup> day of July, 2001.



Olga M. Lorenzo  
Commission # GG 884374  
Expires Dec. 14, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My commission expires:

**FILED**  
01 JUL 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA