

# PO1000086189

Florida Department of State  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850)205-0381

**From:**

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

## FLORIDA PROFIT CORPORATION OR P.A.

ZAMORANO-GALLEGO, INC.

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S. McKnight AUG 31 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**ZAMORANO - GALLEGGO, INC.**

*ARTICLE I - CORPORATE NAME*

The name of this Corporation shall be : Zamorano - Gallego, Inc.

*ARTICLE II - PRINCIPAL OFFICE*

The principal place of business and mailing address of this corporation shall be:

Principal Address

4165 NW 58 Lane  
Boca Raton, FL 33496

*ARTICLE III- NATURE OF CORPORATE BUSINESS*

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

*ARTICLE IV - CAPITAL STOCK*

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock, at \$1 par value

*ARTICLE V - INITIAL REGISTERED AGENT*

The corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Jorge Zamorano  
4165 NW 58 Lane  
Boca Raton, FL 33496

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*ARTICLE VI - BOARD OF DIRECTORS*

The number of Directors may be altered from time to time by by-laws adopted by the stockholder's. However, the Corporation shall have no less than (1) director at any time.

*ARTICLE VII - INITIAL DIRECTORS*

The name and post office address of each member of the initial Board of Directors is:

**President**

Jorge Zamorano  
4165 NW 58 Lane  
Boca Raton, FL 33496

**Vice President**

Leonor Gallego  
4165 NW 58 Lane  
Boca Raton, FL 33496

*ARTICLE VIII - PREEMPTIVE RIGHTS*

Every shareholder, upon the issuance or sale of either new or treasury stock for cash, property, service, in payment of corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

*ARTICLE IX - INCORPORATOR(S)*

The name and post office address of each incorporator executing these Articles of Incorporation is as follows

Jorge Zamorano  
4165 NW 58 Lane  
Boca Raton, FL 33496

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**ARTICLE X - BYLAWS**

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issue initially to the following corporation in the amount set opposite the name:

Jorge Zamorano	50%
Leonor Gallego	50%

Shares held by the initial shareholders listed above, may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold, shall be further specified by written agreement among all the shareholders and this corporation.

**ARTICLE XII - CUMULATIVE VOTING**

At each election for directors, each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE XIII- CALLING OF SPECIAL MEETINGS**

Special meeting of the shareholders may be called by the Board of Directors.

**ARTICLE XIV- SHAREHOLDERS QUORUM AND VOTING**


Fifty percent of the shares plus one entitled to vote represent in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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**ARTICLE XV - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject of this reservation.

THE UNDERSIGNED INCORPORATOR (S), for the purpose of forming a Corporation to do business in the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

  
Jorge Zamorano  
State of Florida

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of laws applicable to said designation.

  
Jorge Zamorano

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