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TRANSMITTAL LETTER

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02 FEB 13 PM 1:30

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

900004914119--6  
-02/13/02--01033--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ZHENAI, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Mr. Jeffrey D. Platt  
Name (Printed or typed)

3446 Soho St., #101  
Address

Orlando, FL 32835  
City, State & Zip

407-313-9194  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. WHITE FEB 18 2002

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ARTICLES OF INCORPORATION  
OF  
ZHENAI, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be:

Zhenai, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at:

3446 Soho St., #101  
Orlando, Florida 32835

The mailing address of the Corporation shall be:

3446 Soho St., #101  
Orlando, Florida 32835

ARTICLE III - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall exist perpetually.

#### ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE VI - TELEPHONE CONFERENCE

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

#### ARTICLE VIII - INITIAL REGISTERED OFFICE

##### AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

3446 Soho St., #101  
Orlando, Florida 32835

The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Jeffrey D. Platt. The Board of Directors may from time to time designate a new registered agent.

### ARTICLE VIII - INCORPORATOR

The Name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Jeffrey D. Platt	3446 Soho St., #101 Orlando, Florida 32835

### ARTICLE IX - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this corporation, but shall never be less than one (1).
- C. The names and addresses of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until **their** successor(s) is elected or appointed and has qualified, are:

<u>Name</u>	<u>Address</u>
Mr. Jeffrey D. Platt	3446 Soho St., #101 Orlando, Florida 32835
Ms. Tram L, Attias	3446 Soho St., #101 Orlando, Florida 32835

### ARTICLE X - AMENDMENTS

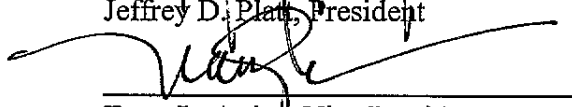
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders and approved either at the stockholders' meeting by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or by written consent of all stockholders.

ARTICLE XI - BYLAWS

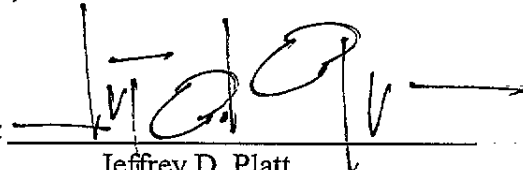
The initial Bylaws of the corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the Bylaws of the Corporation may be amended, modified, or repealed as provided by the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Orange County, Florida on this 7th day of February, 2002.

  
Jeffrey D. Platt, President

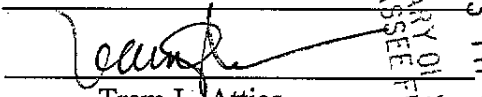
  
Tram L. Attias, Vice President

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, we hereby accept such designation and agree to act in such capacity, and we further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties as registered agents. We are familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

Jeffrey D. Platt  
President  
3446 Soho St., #101  
Orlando, Florida 32835

Date: 2-7-02

Signature: 

Tram L. Attias  
Vice-President  
3446 Soho St., #101  
Orlando, Florida 32835

Date: 02/07/02

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