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**LAZARUS CORPORATE FILING SERVICE**

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ZALDAREN INC

(Corporation Name)

(Document #)

800005134148--7

2.

(Corporation Name)

(Document #)

-03/19/02--01045--018

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3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Certificate of Status

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

02 MAR 19 PM 1:44

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02 MAR 19 AM 10:41

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**ZALDAREN INC.**

**Article I - Name**

The name of this corporation is ZALDAREN INC.

**Article II - Purpose**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**Article III - Capital Stock**

This corporation is authorized to issue FIVE hundred (500) shares of ONE and No/100 (\$ 1.00) DOLLAR par value common stock.

**Article IV - Preemptive Rights**

Every shareholder, upon the sale for cash of any new common stock of this Corporation shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article V - Initial Registered Office**

The street address of the initial registered office and principal office of this corporation is: 795 Hialeah Drive, Hialeah, Fl. 33010.

**Article VI - Initial Board of Directors**

This corporation shall have 2 director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The initial director(s) of this corporation is (are):

NAME	ADDRESS
GONZALO ZALDO	795 Hialeah Drive, Hialeah, Fl. 33010
MARIA C. ARENAS	795 Hialeah Drive, Hialeah, Fl. 33010

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### Article VII - Initial Officers

The name and street addresses of the initial officers of this corporation are:

Name	Title	Address
GONZALO ZALDO	PRESIDENT	795 Hialeah Drive, Hialeah, Fl. 33010
MARIA C. ARENAS	SEC./TREAS.	795 Hialeah Drive, Hialeah, Fl. 33010

### Article VIII - Incorporator

The name and address of the person signing these articles is:  
GONZALO ZALDO 795 Hialeah Drive, Hialeah, Fl. 33010

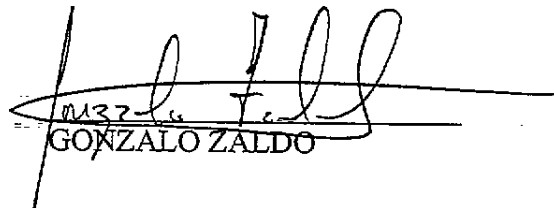
### Article IX - Indemnification

The corporation shall indemnify any officer or director or any former officer of director to the full extent permitted by law.

### Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and in the shareholders.

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14TH DAY OF MARCH, 2002.

  
GONZALO ZALDO

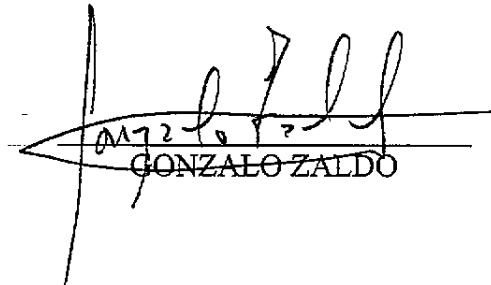
**CERTIFICATE OF DESIGNATING THE ADDRESS AND  
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That ZALDAREN INC. desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named GONZALO ZALDO as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

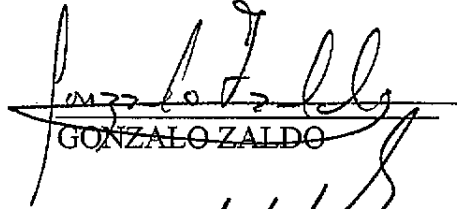
Having been named by the first Board of Directors of ZALDAREN INC. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes, this 14TH DAY OF MARCH, 2002.

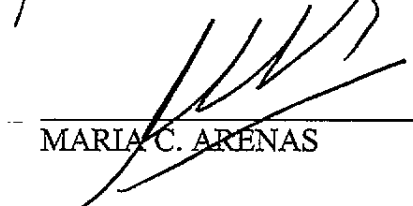
  
GONZALO ZALDO

**RATIFICATION OF FIRST MEETING OF  
DIRECTORS AND SHAREHOLDERS  
OF**

**ZALDAREN INC.**

We, the undersigned, being all of the directors and shareholders of ZALDAREN INC., do hereby ratify, approve and confirm all that has occurred in the foregoing meeting, the Minutes of which we have read, and in signification of such approval, ratification and confirmation and of our assent to any and all actions at said meeting, do hereby sign our names and seal this 14TH DAY OF MARCH, 2002.

  
GONZALO ZALDO

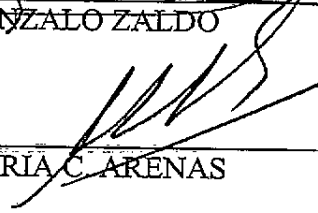
  
MARIA C. ARENAS

**WAIVER OF NOTICE AND CONSENT TO  
FIRST MEETING OF  
DIRECTORS AND SHAREHOLDERS  
OF  
ZALDAREN INC.**

We, the undersigned, being all of the directors and Shareholders of ZALDAREN INC., a corporation organized and existing under and by virtue of the laws of the State of Florida, do hereby call an annual meeting of the Directors and Shareholders of said corporation and we do hereby waive all notice thereof whether provided by statute or otherwise, and do consent that such meeting shall be held at the principal office of the corporation, on MARCH 14<sup>TH</sup>, 2002 at 3:00 P.M., for the purpose of transacting any and all business which may be legally motioned at said meeting.

Dated this 14<sup>TH</sup> DAY OF MARCH, 2002.

  
\_\_\_\_\_  
GONZALO ZALDO

  
\_\_\_\_\_  
MARIA C. ARENAS

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