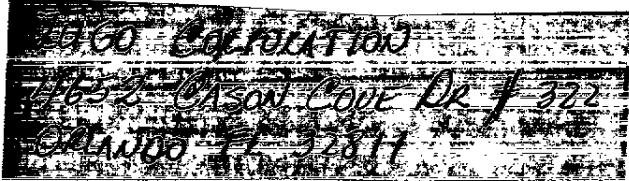


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Requester's Name

Address



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Office Use Only

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

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

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Examiner's Initials

## **ARTICLES OF INCORPORATION OF ZUGO CORPORATION**

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the state of Florida; and further do agree to the following conditions of said corporation;

### **ARTICLE I:**

The name of this Corporation shall be:

### **ZUGO CORPORATION**

And its business shall be carried on in Orange County, Florida and also within and without the State of Florida, and the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

### **ARTICLE II: NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follow:

1 - Purchase, sale, elaboration and distribution of foods. Purchase, sale, elaboration and distribution of home articles and of personal use, nationals or estrangers and other activities related to the main purpose.

### **ARTICLE III: CAPITAL STOCK**

The maximum number of shares of stock that said Corporation is authorized to have outstanding at any time shall be 100 shares no par value common stock.

The capital stock may be paid for in property, labor or services at just valuation, to be fixed by the Incorporators or Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid with capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going business may by purchased by the Corporation, in return for the issuance of its capital stock, and said purchasers shall be on such basis for such consideration and the issuance of so much capital stock as the Directors of the Company may decide.

### **ARTICLE IV: INITIAL CAPITAL**

The amount of capital with which this Corporation will begin business is FIFTY THOUSAND DOLLARS (\$ 50,000).

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## **ARTICLE V: TERMS OF EXISTENCE AND DISSOLUTION**

This Corporation shall have ten (10) years existence unless dissolved by action of law or by vote of the stockholders.

## **ARTICLE VI: ADDRESS**

The initial post office address of this Corporation in the State of Florida is:

**4652 Cason Cove Dr. # 322  
Orlando, Fl. 32811**

## **ARTICLE VII:**

The name and post office addresses of the First Director of this Corporation is as follow:

**NANCY GOMEZ GOMEZ  
4652 Cason Cove Dr. # 322  
Orlando, Fl. 32811**

## **ARTICLE VIII:**

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid there for are as follows:

<b>Name</b>	<b>Address</b>	<b>No. of Shares</b>
<b>NANCY GOMEZ GOMEZ</b> <u>(President)</u>	4652 Cason Cove Dr. # 322 Orlando, Fl. 32811 Ph (407) 426-9302	50%
<b>ANDRES FELIPE ZUNIGA</b> <u>(Vice- President)</u>	4652 Cason Cove Dr. # 322 Orlando, Fl. 32811 Ph (407) 426-9302	50%

## **ARTICLE IX: AMENDMENT**

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 them to the stockholders and approved at the stockholders meeting by majority of the voting shares.

## **ARTICLE X: POWERS OF THE BOARD OF DIRECTORS.**

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

- 1- To make, alter, amend or repeal the By-laws of the Corporation
- 2- To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchises of this Corporation.
- 3- If the By-laws so provided, to designate by resolution of two or more of their number to constitute an Executive Committee, which committee, to be extended provided in the resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation, during intervals between the meeting of the Board of Directors, so far as may be permitted by law.

## **ARTICLE XI: RESTRICTIONS ON STOCK TRANSFER**

The restrictions upon the transfer of shares of stock to any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of the deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it to the Corporation through the Board of Directors in the following manner:

He shall notify the Directors shall within thirty days thereafter either accept the offer or by notice to him in writing name a second arbitrator, and these two shall name a third, it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the Corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit. No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any instance waive the requirements.

## **ARTICLE XII: INITIAL REGISTERED OFFICE AND AGENT**

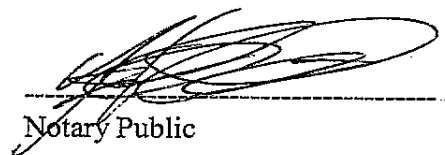
The initial Registered Office and Registered Agent of the Corporation, is:

**NANCY GOMEZ GOMEZ**  
**4652 Cason Cove Dr. # 322**  
**Orlando, FL 32811**

In witness wherefore, we hereunto set our hand (s) and seal this March 14, 2002.



NANCY GOMEZ GOMEZ  
INCOPORATOR



Notary Public

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Act:

That ZUGO CORPORATION, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the City of Orlando Orange County, State of Florida, has named **NANCY GOMEZ GOMEZ 4652 Cason Cove Dr. # 322 - Orlando, Fl. 32811** as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provision of all Statutes relative to the proper and complete performance of my duties.

**NANCY GOMEZ GOMEZ**  
**4652 Cason Cove Dr. # 322**  
**Orlando, Fl. 32811**

Dated: March 14, 2002, at Orlando, Orange County, Florida

  
\_\_\_\_\_  
Notary Public



My commission expires:

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