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FLORIDA PROFIT CORPORATION OR P.A.

zitron, inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 23, 2002

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SUBJECT: ZITRON, INC.
REF: W02000011553

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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Articles of Incorporation
ZITRON, INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ZITRON, INC.

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I, the undersigned, being of legal age, do hereby present these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I
NAME/ADDRESS

The name of the corporation shall be: ZITRON, INC. The principal address is: 5445 Collins Avenue #612, Miami Beach, Florida 33140.

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida and of the United States.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V

The Law Office of Jennifer D. Winokur
930 Washington Avenue, Suite 205, Miami Beach, Florida 33139 • (305) 673-2425

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ZITRON, INC.

RIGHT OF SHARES OF CAPITAL STOCK

The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, to be voted cumulatively.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial Registered Agent and Registered Office of the Corporation is:

Jennifer Winokur, Esquire
930 Washington Avenue, Suite # 205
Miami Beach, Florida 33139

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Law Office of Jennifer D. Winokur
930 Washington Avenue, Suite 205, Miami Beach, Florida 33139 * (305) 673-2425

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ZITRON, INC.

This corporation shall have 1 Director(s) initially. The number of director(s) may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and addresses of the initial Director(s) of this corporation and their respective offices are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Barbara Ann Ortiz	President/Director	5445 Collins Ave, # 612, Mia.Bch., Fl. 33140

ARTICLE IX

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing shall be affected or invalidated by the fact that any director of this corporation is party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation which he may anyway be interested. Any director of this may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE X ELECTION OF S-CORPORATION

This corporation shall, in its' by-laws, allow for qualification for the Stockholder's

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Consent to election under Internal Revenue Code in re sub-chapter S, Section 1372, and Section 1244.

ARTICLE XI
BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII
INDEMNIFICATION

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

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be altered or amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the outstanding Common Shares entitled to vote thereon, or they may be altered or amended in any other manner now or hereafter provided by law.

ARTICLE XIV
COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall be deemed to commence on the date of filing these articles.

ARTICLE XV
INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation

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ZITRON, INC.

is/are:

Barbara Ann Ortiz **5445 Collins Avenue # 612, Mia.Bch., Fl. 33140**

IN WITNESS WHEREOF, the undersigned subscriber(s) has/have executed these
Articles of Incorporation this 2 day of April, 2002.

x *Barbara Ann Ortiz*
Signature of:

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was sworn to and subscribed before me this 2 day
of April, 2002 by **BARBARA ANN ORTIZ** who is/are personally known to me () or who
produced ✓ driver's license(s) () /passport(s) () as identification and who did take
an oath.



Jennifer Winokur
Commission # CC984015
Expires Jan. 12, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

Jennifer Winokur
Notary Public - State of Florida

My commission expires:

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ZITRON, INC.

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

FIRST - That desiring to organize under the Laws of the State of Florida, with its
principal office, as indicated in the Articles of Incorporation, at the City of MIAMI, County
of MIAMI-DADE, State of Florida, designates JENNIFER WINOKUR, ESQUIRE, 930
Washington Avenue, Suite 205, Miami Beach, Florida 33139, as its' Agent to accept
service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation,
at this place designated in this Certificate, I hereby accept to act in this capacity and agree
to comply with the provisions of said Act relative to keeping open said office.


JENNIFER WINOKUR, ESQUIRE
Registered Agent

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TALLAHASSEE, FLORIDA

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