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To:  
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Fax Number : (850) 205-0381

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
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FLORIDA PROFIT CORPORATION OR P.A.

zoone corporation

|                       |         |
|-----------------------|---------|
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**ARTICLES OF INCORPORATION  
OF  
ZOONE CORPORATION**

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be ZOONE CORPORATION.

**ARTICLE II - PURPOSE**

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and United States of America.

**ARTICLE III - CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par value.

**ARTICLE IV - DURATION**

The existence of this corporation shall be perpetual.

**ARTICLE V - LOCATION**

The principal office of this corporation shall be located at: 555 N.E. 15th Street, Suite 7716, Miami, Florida 33132.

Jose Alejandro Uribe  
555 N.E. 15th Street, Suite 7716  
Miami, Florida 33132

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#### ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one and not more than five members. The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows: Jose Alejandro Urie, 555 N.E. 15th Street, Suite 7716, Miami, Florida 33132.

#### ARTICLE VII - INITIAL OFFICERS

The following are the initial officers:-

|                 |                      |
|-----------------|----------------------|
| President:      | Jose Alejandro Urie  |
| Vice-President: | Jose Alejandro Urie  |
| Secretary:      | Pablo Daniel Caceres |
| Treasurer:      | Jose Alejandro Urie  |

#### ARTICLE VIII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is: Pablo Daniel Caceres, 555 N.E. 15th Street, Suite 7716, Miami, Florida 33132.

#### ARTICLE IX - BY-LAW

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholder or Directors.

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

#### ARTICLE XI - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or any new stock this Corporation of the

same kind, class or series as which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

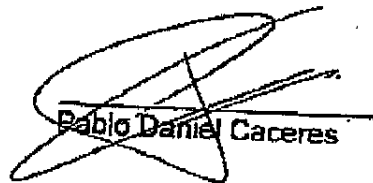
ARTICLE XII- INCORPORATOR

The name and address of the person signing these Articles is: Pablo Daniel Caceres, 555 N.E. 15th Street, Suite 7716, Miami, Florida 33132.

ARTICLE XIII - AMENDMENT

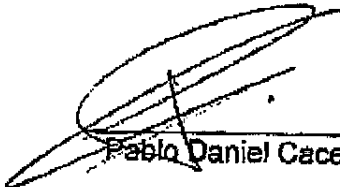
This Corporation reserved the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this 24 day of June, 2002.

  
Pablo Daniel Caceres

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
Pablo Daniel Caceres

STATE OF FLORIDA }  
                              } ss:  
COUNTY OF DADE }

I HEREBY CERTIFY that on this day personally appeared Pablo Daniel Caceres before me well known to be the same described herein and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida this 24 day of June 2002.

  
NOTARY PUBLIC OF STATE  
OF FLORIDA-AT-LARGE

My commission expires:



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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

ZOONE CORPORATION

(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

PABLO DANIEL CACERES

REGISTERED AGENT

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