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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)	·	*****78.75 *****78.	. 75
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CORPORATION NAME(S) & DOCUMENT NUMBER 1. ZENOB ACQUIS TIO (Corporation Name) 3. (Corporation Name)	\sim	FILED 02 JUL 23 PM J: 39 SECRETARY DE STATE FALLAHASSEE, FLORIDA	- - - -
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ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ZENOB ACQUISITIONS, CORP.

<u>ARTICLE I - NAME</u>

The name of this corporation is: **ZENOB ACQUISITIONS, CORP.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

<u>ARTICLE IV</u> - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

<u>ARTICLE VI</u> - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation 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 is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is: 2955 S.W. 25th Terrace, Miami. Florida 33133

The name of the initial registered agent of this corporation at that address is Hernando Hernandez

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time as provided for by the By Laws. The names and addresses of the initial directors of this corporation are:

Hernando Hernandez

2955 S.W. 25th Terrace Miami, Florida 33133

Keith Hernandez

370 Glenridge Road Key Biscayne, Florida 33149

ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles is:

Hernando Hernandez

2955 S.W. 25th Terrace Miami, Florida 33133

Keith Hernandez

<u>370 Glenridge Road</u> Key Biscavne, Florida 33149

ARTICLE X - BY LAWS

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

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite their names:

Hernando Hernandez

<u>100 %</u> SHARES

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this corporation. The prize and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for directors each shareholders entitled to vote at such election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such number of such candidates.

ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

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

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this <u>19</u> day of <u>July</u>, 2002.

STATE OF FLORIDA)

Output

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BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared <u>Hernando Hernandez</u> to me known to be the person described in and who executed the same for the purposes therein they expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this 19 day of July 2002.

NOTARY PUBLIC, State of Florida at large

My Commission Expires:

OFFICIAL NOTARY SEAL
MAGALI L PUIG
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC776876
MY COMMISSION EXP. OCT. 16,2802

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Services of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors

ZENOB ACQUISITIONS, CORP.

SPECIFIC ADDRESS

370 Glenridge Road Key Biscayne, Florida 33149

The following is submitted, in compliance with Chapter 48.091, Florida Status: ZENOB ACQUISITIONS, CORP. a corporation organized or organizing under the laws of the State of Florida with its principal office at 2955 S.W. 25th Terrace. Miami. Florida 33331 in the city of Miami, county of Miami Dade, State of Florida has named Hernando Hernandez located at 2955 S.W. 25th Terrace Miami, Florida 33133, in the city of Miami, county of Miami Dade, State of Florida as its agent to accept service of process within this State.

Hernando Hernand Keith Hernandez DIRECTORS:	<u>ez</u>	2955 S.W. 25 th Terrace Miami, Florida 33133 -370 Glenridge Road Key Biscayne, Florida 33149
NAME	TITLE	SPECIFIC ADDRESS
Hernando Hernandez	Pre/ Sec	2955 S.W. 25 th Terrace Miami, Florida 33133
Keith Hernandez	Treasury	370 Glenridge Road

NAME

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept, service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

Hernandez

SECRETARY OF STATE TALLAHASSEE, FLORIDA