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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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# SCHNEIDER WEINBERGER LLP

Attorneys-at-Law

Glades-St. Andrews Professional Center  
2499 Glades Road, Suite 108  
Boca Raton, Florida 33431-7260

James M. Schneider, P.A.  
Steven I. Weinberger, P.A.

June 11, 2003

Telephone  
(561) 362-9595  
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(561) 362-9612

## VIA FEDERAL EXPRESS

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Chenzo, Inc.**

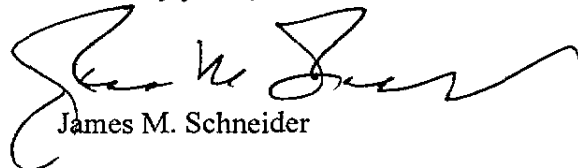
Dear Sir/Madam:

Enclosed for filing on behalf of our client, Chenzo, Inc. are an original and one copy of the Articles of Incorporation, along with our check in the amount of \$78.75 for the following:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>8.75</u>
Total	\$78.75

Please return the certified copy to the undersigned at the address listed above. Should you have any questions, kindly call me at (561) 362-9595. Thank you in advance for your assistance and prompt attention to this matter.

Sincerely yours,



James M. Schneider

JMS:sjm  
Enclosures

ARTICLES OF INCORPORATION  
OF  
CHENZO, INC.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JUN 13 AM 10:19

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I  
CORPORATE NAME

The name of this Corporation shall be: CHENZO, INC.

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 507 South Dixie Highway E., Pompano Beach, Florida 33060.

ARTICLE III  
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Sixty-Four Million (64,000,000) shares of which (1) 50,000,000 shares have been designated as Common Stock, par value \$.0001 per share, (2) 9,000,000 shares have been designated as Class A Common Stock, par value \$.0001 per share, and (3) 5,000,000 shares of Preferred Stock, par value of \$.0001 per share.

The Common Stock shall be designated as follows:

1. Designation and Number of Shares. The Common Stock shall be designated "Common Stock" of a par value of \$.0001 each, and the number of shares constituting the Common Stock shall be 50,000,000 shares.
2. Voting Rights. The Common Stock shall be non-voting, and holders of Common Stock shall not be entitled to vote except as required by the Florida Business Corporation Act.

3. Dividends. Holders of Common Stock shall be entitled to dividends as shall be designated by the Corporation's Board of Directors from time to time.

The Class A Common Stock shall be designated as follows:

1. Designation and Number of Shares. The Class A Common Stock shall be designated "Class A Common Stock" of a par value of \$.0001 each, and the number of shares constituting the Class A Common Stock shall be 9,000,000 shares.
2. Voting Rights. Holders of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held.
3. Dividends. Holders of Class A Common Stock shall be entitled to dividends as shall be designated by the Corporation's Board of Directors from time to time, but shall not exceed the amount of dividends, on a per share basis, as paid with respect to the shares of Common Stock.
4. Sale or Transfer of Class A Common Stock. Holders of Class A Common Stock may sell or transfer any or all of their shares of Class A Common Stock to any party, who will have the same rights, privileges, and restrictions, if applicable, of any other holder of Class A Common Stock.
5. Liquidation. Upon liquidation and winding up of the Corporation, the shares of Series A Common Stock shall be entitled to receive on a per share basis the amount payable with respect to the shares of Common Stock.

Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes or series of Preferred Stock as adopted by the Board of Directors.

#### ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE VI REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Vincent Balsamo  
507 South Dixie Highway E.  
Pompano Beach, Florida 33060

ARTICLE VII  
BOARD OF DIRECTORS

This corporation shall have one (1) Director initially.

Vincent Balsamo  
507 South Dixie Highway E.  
Pompano Beach, Florida 33060

ARTICLE VIII  
INCORPORATOR

The name address of the person signing these Articles of Incorporation as the Incorporator is James M. Schneider, 2249 Glades Road, Suite 108, Boca Raton, Florida 33431.

ARTICLE IX  
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

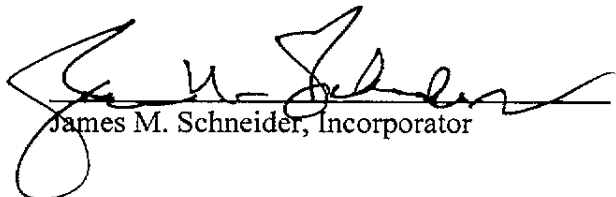
ARTICLE X  
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XI  
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 11<sup>th</sup> day of June, 2003.

  
James M. Schneider, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND OFFICE FOR SERVICE FOR PROCESS**

CHENZO, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 507 South Dixie Highway E., Pompano Beach, Florida 33060 has named Vincent Balsamo whose address is 507 South Dixie Highway E., Pompano Beach, Florida 33060 as its agent to accept service of process within the State of Florida.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
\_\_\_\_\_  
VINCENT BALSAMO

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