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PESTANO & ASSOCIATES  
7758 N.W. 44th ST  
SUNRISE, FL

(Address)

(City/State/Zip/Phone #)

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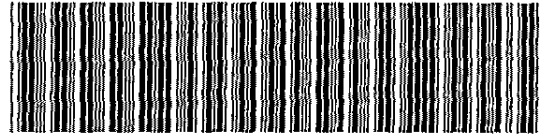
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TALLAHASSEE, FLORIDA

06-24-04  
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ARTICLES OF INCORPORATION  
OF  
ZAPEROCO, CORP.

FILED  
04 JUN 24 PM 1: 27  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

We the undersigned, hereby agree and associate ourselves together for the purpose of becoming a Corporation under the General Corporation Laws of the State of Florida, providing for the formation, liabilities, rights privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation hereby formed under these Articles shall hence, and from this day, subject to the approval of the Secretary of State, State of Florida, be known as ZAPEROCO, CORP.

ARTICLE II

The company formed under these Articles of Incorporation shall be endowed with the following power:

1. Sue and be sued, and appear and defend in all actions and proceedings in its corporate name as a natural person.
2. Adopt and use a corporate seal and alter the same.
3. Appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
4. Adopt, change, amend, and repeal the By- Laws, not inconsistent with Law, and its Certificate of Incorporation for the exercise of its affairs, and property. The transfer on its records of its stock or other evidence or interest or membership, and the calling and holding of meetings by its shareholders, and stockholders.
5. Increase or diminish, by vote of its stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, managers, or trustees of this corporation, and the Resident Agent for Service of process providing the number of the aforementioned shall never be less then one (1) nor more than seven (7). This provision of these Articles of Incorporation shall be strictly construed and governed by the By-Laws of the corporation and the applicable General Corporate Laws of the State if Florida.
6. Make and enter into all contracts necessary and proper for the conduct of its business.
7.
  - a. Conduct business, have one or more offices in, and buy, hold, sell, mortgage, and convey or otherwise dispose of franchises in, this State and on the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.
  - b. Purchase the corporate assets of any other corporation, and engage in the same character of business.
  - c. Acquire, enjoy, utilize and dispose of patents, copyrights and trade marks, and any licenses or other rights or interests thereunder or therein.
  - d. Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
8.
  - a. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any bonds, securities, or other evidences of indebtedness, created by or owned by any corporation, public or closed of this State, or any other State, or any foreign country, or domestic or foreign government; while the owner of such stock exercises all of the rights, powers, and privileges of ownership, including the right to vote such stock.
  - b. Purchase, hold, sell and transfer shares of its own stock provided that no corporation shall purchase any of its own capital stock except from the surplus of its assets over its liabilities including capital. Shares of its own capital stock, owned by the Corporation shall not voted directly or indirectly or be counted as outstanding for the purpose of any stockholder's quorum or vote.
9. Do all and everything necessary and proper for the accomplishment of the objects enumerated in its Certificate of Incorporation or necessary or incidental to the benefit and protection of the Corporation whether or not such business is similar in nature to the objects enumerated in this, its Certificate of Incorporation.

10. a. Contract debts and borrow money at such rates of interest not to exceed the Lawful rate of interest and upon such terms as its Board of Directors may deem necessary or expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, whether secured or unsecured and execute such mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as the occasion may require and the Board of Directors deem expedient.

b. Provision may be made in such instruments for the transferring of corporate property of every kind and nature then belonging to or thereafter acquired by such corporation as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation.

c. In case of sale of any property by virtue of any such instrument or foreclosure, the part acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonged to the Corporation executing the instrument or contracting the debt.

11. This Corporation has the power to make gifts for educational, scientific or charitable purpose. Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority vote of the shareholders shall said gifts be allowed.

### ARTICLE III

In addition to the foregoing Articles the said Corporation, ZAPEROCO, CORP. shall have as its principal business objective the operation of a full business real estate acquisition and holding management company in full and complete compliance with the Laws of the State of Florida and to conduct all business purposes set forth by said statutes.

Said corporation may engage in any and all types of associated or relative businesses and may pursue any and all business objectives in accordance with this Certificate of Incorporation, and in accordance with the Laws of the State of Florida.

### ARTICLE IV

The total amount of capital stock authorized by this Corporation herein known as ZAPEROCO, CORP. shall be 1000 shares of par value stock. Each share of stock shall have a Five (\$1.00) Dollar par value, and all of the shares enumerated herein shall be preferred stock to have one (1) vote per share held, wherein the total voting stock would be 1000 shares constituting 1000 votes.

### ARTICLE V

This Corporation shall have perpetual existence.

### ARTICLE VI

The Corporation herein shall begin business with capital in the amount of one thousand (\$1000.00) Dollars, U.S. said amount to be deposited in the Bank of America or any other banking institution in cash, for the sole purpose of beginning business under the name ZAPEROCO, CORP.

### ARTICLE VII

This Corporation shall maintain its principal place of business in Miami, Florida, its mailing address shall be 11300 NW 48 Terr. Miami, Florida 33178 .

### ARTICLE VIII

There shall be not less than One (1) director but not more than Seven (7) at all times who shall constitute the Board of directors of said Corporation.

## ARTICLE IX

The following named persons shall constitute the first Board of Directors of ZAPEROCO, CORP.:

Monica Leizaola

Mikel Leizaola

and shall hold office for the first year of existence of said Corporation. This Director shall hold office until a vote of the shareholders is held wherein his successors are elected and appointed and qualify:

Monica Leizaola

Mikel Leizaola

The following named person and his address appears as subscriber to these Articles of Incorporation:

Monica Leizaola  
11300 NW 48 Terr.  
Miami, Florida 33178

## ARTICLE X

The first officers of ZAPEROCO, CORP.:

Monica Leizaola            President

Mikel Leizaola            Vice President

## ARTICLES XI

The ownership of ZAPEROCO, CORP. is determined as follows.

Monica Leizaola            50% Common Stock

Mikel Leizaola            50% Common Stock

It is understood that for decision-making purposes the voting stock will be used, but for distribution and dividend distribution all classes of stock will be considered.

## ARTICLES XII

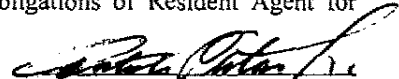
This Corporation shall have the power to incur any and all liabilities and debts in pursuance of its corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signatures of two officers signing thereon jointly, two signatures required. No single officer, director or agent shall have the privilege of instituting legal action, claim, settlement, release, satisfaction or discharge or other legal process without the advise and consent of the Board of Directors by and through a majority of said Board. In the event that one officer, director or agent so carries or acts so as to incur liability without the advise and consent of the Board of Directors, said acts shall be as nullity to said Corporation and the Corporation shall not be liable nor responsible therefore.

### ARTICLE XIII

#### Designation of Resident Agent for Service of Process and Residence of Agent

The following named person is herein designated Resident Agent for Service of Process and by executing these Articles of Incorporation does herein accept said designation, and his residence is set forth as follows: Antolin Pestano Jr., 7758 NW 44 St., Sunrise Florida 33351

I have read the foregoing and acknowledge the duties and obligations of Resident Agent for Service of Process and accept the same.

  
Antolin Pestano Jr  
7758 NW 44 St  
Sunrise, FL 33351

### ARTICLE XIV

Should any shareholder of the Corporation, ZAPEROCO, CORP. desire to sell his or her Corporate stock, he /she may do so subject to the following conditions:

Prior to selling any corporate stock to any person or entity not a shareholder of the Corporation he or she shall first offer his/her stock for sale to all remaining shareholders of the Corporation simultaneously. Said offer shall be in writing, and shall be via United States mail, Certified, Return Receipt Requested. This offer shall state that it is made pursuant to this Article, and shall name the price desired by the seller.

The price shall be the greater of the book value or market value as defined herein, which ever is higher. Market value is to be determine by adding to the total capital invested the result of the multiplication of the total capital invested in the corporation by the seller times a percentage rate equal to prime rate plus 2%. All remaining stockholders shall receive said offer pursuant to this Article, and they may accept or reject the same, in writing, within ninety (90) days of the receipt of the offerer's written notice. If more than one stockholder intends to accept the one delivered to the seller first will be the one valid and accepted taking precedence over the other acceptances.

If a higher offer is made, a counter offer, due to more than one stockholder wanting to buy, it will be to the seller's discretion to accept or not said counter offer. Upon acceptance of an offer, the purchase price shall be deposited in escrow with a bona fide title company, practicing attorney, or accountant. In the event the offerer does not receive written notice of the acceptance *together with notice of the deposit of the purchase price*, an escrow letter, in escrow within ninety (90) days after said offer, the offerer shall be free to sell his or her stock for an amount equal to or greater than the price named in the written offer. The offerer must attempt to find an individual desirous of purchasing said stock at the aforementioned price who shall be compatible with the remaining shareholders, and who meets the approval, as determined by a majority vote, of the remaining stockholders, prior to a valid sale being effected. In the event that no one meets said criteria, the seller may sell to anyone but said stock sold will be non-voting, and will only have the benefit of its monetary share of gain or loss, the purchaser will have no decision making power nor voting power in any matter related to the corporation. Each share of stock issue by the Corporation shall bear the following legend: This Corporation's Certificates are subject to Charter restrictions and may not be transfer without strict compliance therewith.

If the Board of Directors so desires, or if a member of the Board makes a motion, they may vote and give the non-voting stock inherited voting power. Except that the Board's vote in favor of making said stock voting stock must be unanimous.

### ARTICLE XV

In the event of the death of a shareholder the shares will be placed in a trust if no estate is established. The trust will have as its beneficiary the heirs of the shareholder and if no heirs the corporation. If within the time period established by Law or one year, which ever is greater, no heir has claim the stock the stock will become treasury stock owned by the Corporation. If an heir is disable or

otherwise incapacitated to the stock and its benefits, as determined within this Articles of Incorporation, may be left for the benefit of the heir in the trust. Said inherited stock will lose all voting power and will be non-voting when put into a trust or inherited.

ARTICLE XVI

In the event of the death of a shareholder the shares will be inherited in accordance with Law. Said shares will continue to give the heir(s) the same financial benefits it would have provided to the shareholder if he or she were not deceased. However, the shares will become non-voting, and the heir(s) will have no power or voting right in the operation of the Corporation. The heir(s) will have the right to cause, at their expense, an audit of the books and records of said Corporation if they feel that discrepancies of any type exist. Said discrepancies must be aired at a Board of Directors meeting before an audit can start. If the Board does not explain the discrepancy to the satisfaction of the heir(s) the audit may be initiated by the heir(s) chosen auditor(s) at the heir(s) convenience. The heir(s) may not be members of the Board of Directors nor officers of the Corporation. The Board of Directors must meet at least once per calendar year. At no time and under no circumstance shall the heir(s) be deprived of the monetary and financial benefit provided by the inherited stock. If the Board of Directors so desires, and if a member of the Board makes a motion, they may vote and give the non-voting stock inherited voting power. Except that the Board's vote in favor of making said stock voting stock must be unanimous.

IN WITNESS WHEREOF the stockholders and subscribers have hereunto set their hands and seals this 18 day of June, 2004

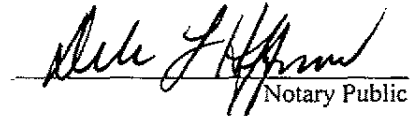
  
Monica Leizaola, Subscriber

STATE OF FLORIDA

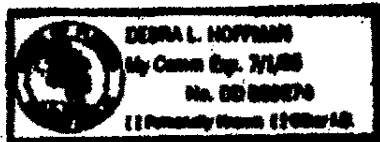
COUNTY OF BROWARD

I HEREBY CERTIFY that this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Monica Leizaola, well known to me to be the persons who is described in the foregoing Articles of Incorporation of ZAPEROCO, CORP. and who signed the same, and he acknowledged to me that he executed the same freely and voluntarily for the purpose expressed therein.

WITNESS my hand and seal this 18 day of June, 2004, at Ft.Lauderdale, Broward County, Florida.

  
Notary Public

My Commission expires:



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

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That ZAPEROCO, CORP. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Sunrise, County of Broward, State of Florida has named Monica Leizaola. , 11300 NW 48 Terr., Miami, Florida 33178, County of Miami-Dade, State of Florida, as its Agent to accept Service of Process within this State.

ACKNOWLEDGMENT:

Having been named to accept services of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act as pursuant to the provisions of Sections 607.0502 and 607.1508 or 617.1508 and 617.1508, Florida Statutes and as authorized by the board of directors, relative to keeping open said office.



Registered Agent  
Antolin Pestano Jr

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