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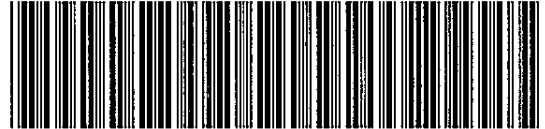
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ZENIT USA, CORP.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
ZENIT USA, CORP.**

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**The undersigned incorporator (s) hereby forms the following  
corporation under the laws of the State of Florida:**

**ARTICLE I**

**NAME:**

**ZENIT USA, CORP.**

**The principal place of business and mailing address of this  
corporation shall be : 6355 NW 36 ST. # 407  
Virginia Gardens, FL 33166**

**ARTICLE II**

**PURPOSE:**

**The corporation is organized to engage in any and all business  
permitted under the laws of the State of Florida.**

**ARTICLE III**

**CAPITAL STOCK:**

**The maximum number of shares of stocks which this corporation is  
authorized to issue is 1500 shares of \$ 1.00 par value, common  
stock. Said shares of stock may be issued only for a consideration  
having a fair value as may be determined by the board of directors.**

**ARTICLE IV**

**TERM OF EXISTENCE:**

**This corporation is to exist perpetually from the date these Articles  
are filed with the Department of State, subject to the laws of the State  
of Florida.**

**ARTICLE V**

**REGISTERED AGENT AND OFFICE:**

**This initial Registered Agent and the principal address of the initial  
Registered Office of this corporation shall be:**

**CARLOS G. SALINAS  
6355 NW 36 ST. # 407  
Virginia Gardens, FL 33166**

**ARTICLE VI**

**DIRECTORS:**

**This corporation shall have three ( 3) directors initially. The number of directors may be changed from time to time in accordance with by-law adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial director of the corporation is:**

**CARLOS G. SALINAS     -     MAGELA J. MARRERO**  
**President-Treasurer   -     Vicepresident-Secretary**

**LUIS P. RUFFO**

**Director**

**6355 NW 36 ST. # 407**

**Virginia Gardens, FL 33166**

**ARTICLE VII**

**INCORPORATORS:**

**The name and street address of the incorporators are:**

**CARLOS G. SALINAS                      MAGELA J. MARRERO**

**LUIS P. RUFFO**

**6355 NW 36 ST. # 407**

**Virginia Gardens, FL 33166**

**ARTICLE VIII**

**PREEMPTIVE RIGHTS:**

**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 IX**

**CUMULATIVE VOTING:**

**At each election for Directors, cumulative voting by shareholders as set forth in Florida Statutes, Chapter 607.097 (4) shall be allowed.**

**ARTICLE X**

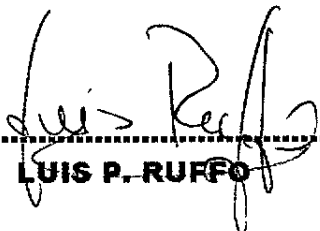
**AMENDMENT :**

**These Articles of Incorporation may be amended in the manner Provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.**

**IN WITNESS WHEREOF, the undersigned incorporators have hereunto set its hands and seals this 26 day of July 2004.-**

  
.....  
**CARLOS G. SALINAS**

  
.....  
**MAGELA J. MARRERO**

  
.....  
**LUIS P. RUFFO**

**ACCEPTANCE BY REGISTERED AGENT :**

**Having been named to accept service of process for the above named corporation, at the place designed in these Articles, I hereby accept this appointment and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open said offices.**

  
**CARLOS G. SALINAS**  
**REGISTERED AGENT**

CLERK OF STATE  
TALLAHASSEE FLORIDA

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