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05 FEB -7 PM 3:18

Bm 2/14

DEAN J. TRANTALIS  
ATTORNEY AT LAW

2255 WILTON DRIVE  
WILTON MANORS, FLORIDA 33305  
PHONE (954) 566-2226  
FAX (954) 566-2248  
E-MAIL: DEAN@TRANTALIS.COM

February 8, 2005

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: ZEPHYR FINANCIAL, INC.

Dear Sir/Madam:

Please process the following documents needed to register this new incorporation with your office:

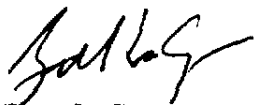
1. Articles of Incorporation
2. Certificate of Domicile and Naming of Agent

Also enclosed is our check for \$70.00, which represents payment for filing, and a self addressed, postage paid return envelope for your convenience.

If you have any questions, please do not hesitate to contact us.

Thank you for your assistance.

Very truly yours,



Brett LaGrow  
Legal Assistant

enclosures

**ARTICLES OF INCORPORATION**

*of*

**ZEPHYR FINANCIAL, INC.**

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THE UNDERSIGNED, being of legal age and natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation shall be ZEPHYR FINANCIAL, INC.

**ARTICLE II**

THIS Corporation may engage in any activity or business permitted under the Laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and characteristics of such stock shall be as follows:

All of said stock should be payable in cash, property, real or personal, labor of services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the while consideration therefrom shall have been paid. There shall be 1,000 shares of stock at the initial authorized number of shares at no par value.

#### **ARTICLE IV**

The amount of capital stock which this Corporation shall commence business shall not be less than Five Hundred and No/100 (\$500.00) Dollars.

#### **ARTICLE V**

The Registered Office and the Registered Agent for services in the State of Florida shall be Dean J Trantalis, Esq., 2255 Wilton Drive, Wilton Manors, FL 33305.

The principal office of this Corporation shall be located at 745 N. Andrews Ave. Fort Lauderdale, FL 33311.

The Board of Directors may vote from time to time to move the post office address and principal office to any other address in the State of Florida.

#### **ARTICLE VI**

This Corporation shall have no less than one (1) nor more than three (3) directors. The number of directors may be altered from time to time by the Bylaws adopted by the stockholders. The name and post office address of the Officers and Directors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
James W. Cain.	745 N. Andrews Ave. Fort Lauderdale, FL 33311	President / Vice President Secretary / Treasurer

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of this Corporation.

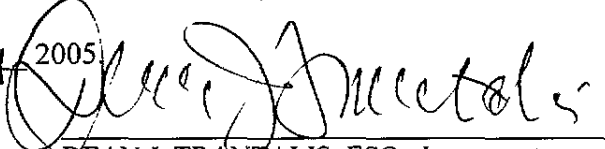
#### **ARTICLE VII**

After incorporation, the Corporation may adopt a plan to and consistent with section 1244 of the Internal Revenue in connection with offering the stock of the Corporation.

### ARTICLE VIII

These Articles of Incorporation may be amended in the manner in the Florida Statutes, or any successor provisions in said Statutes. Every amendment shall be approved by the Board of Directors, then proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon. However, in lieu of the above-described procedure, an amendment may be made by a written instrument signed by all of the directors and stockholders of the Corporation.

THE UNDERSIGNED being the original subscriber to these Articles of Incorporation for the purpose of forming a Corporation to do business within the State of Florida, does hereby make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and Seal this 4 day of February, 2005.

  
\_\_\_\_\_  
DEAN J. TRANTALIS, ESQ., Incorporator  
2255 Wilton Drive  
Wilton Manors, FL 33305  
(954) 566-2226

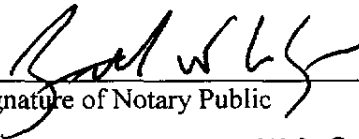
STATE OF FLORIDA                    }  
COUNTY OF BROWARD            }

BEFORE ME, the undersigned authority, personally appeared DEAN J. TRANTALIS, ESQ., to me known to be the person described as the subscriber in the forgoing Articles of Incorporation, and he/she acknowledged before me that he/she subscribed to and executed said Articles this 4 day of February, 2005.

SEAL:



Brett W LaGrow  
My Commission DD188873  
Expires February 20, 2007

  
\_\_\_\_\_  
Signature of Notary Public

**Brett W. LaGrow**

\_\_\_\_\_  
Name of Notary Public

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

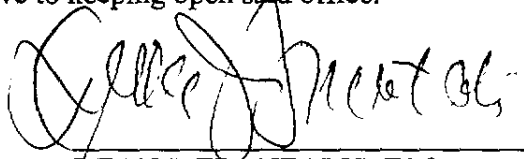
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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that ZEPHYR FINANCIAL, INC. desiring to organize under the laws of the State of Florida with it's principal office, as designated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, and State of Florida, has named Dean J Trantalis, Esq., located at 2255 Wilton Drive, Wilton Manors, FL 33305, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
\_\_\_\_\_  
DEAN J. TRANTALIS, ESQ.

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DIVISION OF CORPORATIONS  
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