

P05000042478

(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

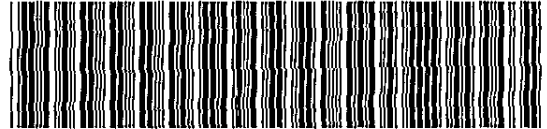
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2005 MAR 16 P 3:00

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



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March 16, 2005

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Zausner Group Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 17, 2005

UCC

SUBJECT: ZAUSNER GROUP INC.
Ref. Number: W05000013946

We have received your document for ZAUSNER GROUP INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct spelling of the city name AVENTURA throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 305A00018481

Please back-date

Wu
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05 MAR 18 PM 2:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

ZAUSNER GROUP INC.

FILED

2005 MAR 16 P 3:00

CLERK OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida Business Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:

ZAUSNER GROUP INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The Corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	200	NO PAR VALUE

FOURTH: The address of the initial registered office of this corporation in this state is c/o Rita Zausner, 20505 East Country Club Drive – Suite 2137, Aventura, Florida 33180 and the name of the registered agent at said address is Rita Zausner.

FIFTH: The street address of the initial principal office of this corporation 20505 East Country Club Drive – Suite 137, Aventura, Florida 33180.

SIXTH: The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Francena Odom	10 Bank Street White Plains, New York 10606

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provisions currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this day of March 1, 2005 made and subscribed these Articles of Incorporation at White Plains, New York for the uses and purposes aforesaid.


Francena Odom

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2005 MAR 16 P 3:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE AS REGISTERED AGENT

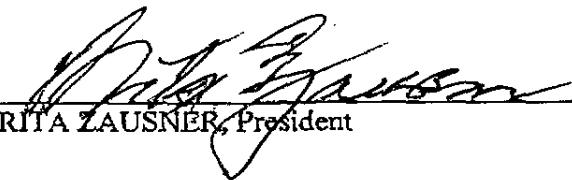
OF

ZAUSNER GROUP INC.

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

March 1, 2005

ZAUSNER GROUP INC.


RITA ZAUSNER, President

20505 EAST COUNTRY CLUB DRIVE
SUITE #137
AVENTURA, FLORIDA 33180