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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT/NON PROFIT CORPORATION

ZODIAC USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

ZODIAC USA, INC.

The principal place of business of this Corporation shall be:

5416 MEMORIAL DRIVE
ORLANDO, FL 32821

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

ARTICLE VI - OFFICERS

This Corporation shall have two Officers initially. The number of Officers may be increased or diminished from time to time by the Bylaws adopted by the stockholders.

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ARTICLE VII - STOCK SUBSCRIBER

The names of the stock subscribers are:

NAME: AIDE MIRANDA DE ABREU AZEVEDO
NAME: JOAQUIM JOSE FRANCO AZEVEDO

ARTICLE VIII - OFFICERS

The name of the Officers of this Corporation, and their office in the Corporation:

NAME: AIDE MIRANDA DE ABREU AZEVEDO
POSITION: President

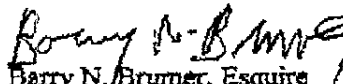
NAME: JOAQUIM JOSE FRANCO AZEVEDO
POSITION: Vice-President

ARTICLE IX - 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 to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Bruner, Esquire, 900 East Michigan Street, Orlando, FL 32806


Barry N. Bruner, Esquire

ARTICLE XI - REGISTERED AGENT

The initial registered agent, for notices and service of process, who does hereby accept his appointment as registered agent for ZODIAC USA, INC., is Barry N. Bruner, Esquire, 900 East Michigan Street, Orlando, FL 32806.


Barry N. Bruner, Esquire

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