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Florida Department of State  
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To:

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

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
Account Number : 075350000353  
Phone : (212) 431-5000  
Fax Number : (212) 431-1441

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ZION CAPITAL CORP.**

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ARTICLES OF INCORPORATION  
OF  
ZION CAPITAL CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned sole incorporator, being a natural person, comes before you, the Secretary of State of Florida, in compliance with the provisions of the Florida Statutes, Chapter 607, and desiring to form a corporation under Title XXXVI, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is: **ZION CAPITAL CORP.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed is a to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 common shares at no par value and of one class.
5. The principal address and mailing address of the corporation will be: **4779 Collins Avenue, Suite 1603, Miami Beach, Florida 33140.**
6. The address of the initial registered office will be **4779 Collins Avenue, Suite 1603, Miami Beach, Florida 33140**, and the name of its registered agent at such address is: **David Tavdy.**
7. The number of directors constituting the initial board of directors is one and the name and address of the person who is to serve as director thereof is as follows:

**David Tavdy**  
**4779 Collins Avenue, Suite 1603**  
**Miami Beach, Florida 33140**

8. The name and address of the sole incorporator is:  
**Jean M. Sherett**  
**c/o BlumbergExcelsior Corporate Services, Inc.**  
**62 White Street**  
**New York, New York 10013**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this Corporation has executed these Articles of Incorporation.

Dated this 26<sup>th</sup> day of April, 2007.



**Jean M. Sherett**  
**Incorporator**

**BlumbergExcelsior Corporate Services**  
**62 White Street, NYC 10013**  
**(212)431-5000**

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ACCEPTANCE OF APPOINTMENT

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AS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered  
Agent of **ZION CAPITAL CORP.**, in the above named corporation.

Dated: April 26, 2007.

By:

  
DAVID T. SMITH  
LTS Agent

BlumbergExcelsior Corporate Services, Inc.  
62 White Street, NYC 10013  
(212)431-5000

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