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

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

zell international, inc.

|                       |         |
|-----------------------|---------|
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ARTICLES OF INCORPORATION  
OF  
ZELL INTERNATIONAL, INC.

**ARTICLE I: NAME**

The name of this corporation is ZELL INTERNATIONAL, INC..

**ARTICLE II: PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this Corporation shall be 3876 Sheridan Street, Hollywood, Florida 33021.

The mailing address of this Corporation shall be 3876 Sheridan Street, Hollywood, Florida 33021.

**ARTICLE III: SHARES**

The types of shares to be issued by the Company shall be common shares and preferred shares, both of which may be in restricted form. Preferred shares to be issued by the Company shall be cumulative and non-voting, and the number thereof shall be 100,000,000 shares. All stock issued by this corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding is five hundred million shares (500,000,000). The stock of this corporation shall have a par value of One Dollar and No Cents (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the par value of the shares.

The Company may appoint a transfer agent to make entries in the Register of Shareholders. The transfer agent, the location of its services and the scope of its operation are to be determined by the Board of Directors. The Company shall keep the Register of Shareholders and a copy thereof at the office of the transfer agent and entrust the transfer agent to deal with any entry into the Register of Shareholders, registration or deregistration of pledges, notation of entrustments or cancellation thereof, issuance of share certificates, receipt of notices and other related matters. The procedures for the activities referred to herein shall comply with the Regulations of the Securities Transfer Agency Business of the Transfer Agent.

**ARTICLE IV: INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent is Gregory E. Schwartz whose registered office address is 3876 Sheridan Street, Hollywood, Florida 33021.

**ARTICLE V: PURPOSE**

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The corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any and all lawful business.

#### **ARTICLE VI: INITIAL BOARD OF DIRECTORS AND OFFICERS**

The initial board of directors shall be comprised of two persons. The number of directors may be increased from time to time as provided for in the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors shall be

Jeffrey Binder      3876 Sheridan Street  
Hollywood, Florida 33021

Jeffrey Binder will also serve as Chief Executive Officer, President and Treasurer

Blanca Barker      3876 Sheridan Street  
Hollywood, Florida 33021

Blanca Barker will also serve as Secretary.

#### **ARTICLE VII: INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator is:  
Gregory E. Schwartz, 3876 Sheridan Street, Hollywood, Florida 33021.

#### **ARTICLE VIII: INDEMNIFICATION**

Directors and officers of this corporation shall be held harmless and indemnified by this corporation for all acts and omissions of such persons to the fullest extent permitted by applicable law. The terms directors and officers, as used and limited above, shall include current and former directors and officers.

#### **ARTICLE IX: BY-LAWS**

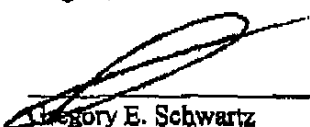
The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested, respectively and concurrently, in the Board of Directors and the shareholder(s) of this corporation.

#### **ARTICLE X: AMENDMENT**

This Corporation reserves to its shareholder(s) the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation (provided any such amendment or repeal is consistent with applicable law. Any rights which these Articles of Incorporation may confer upon this corporation may be modified or canceled by a vote of the shareholder(s) to amend or

repeal such Articles of Incorporation (provided any such amendment or repeal is consistent with the provisions of applicable law).

The undersigned incorporator has executed these Articles of Incorporation this 7 day of August, 2007.

  
\_\_\_\_\_  
Gregory E. Schwartz  
Incorporator

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ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

  
\_\_\_\_\_  
Gregory E. Schwartz  
Registered Agent

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