

P07000/30784

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

ZAP U.S.A., CORP.

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MRD 12/11

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December 10, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: ZAP U.S.A., CORP.
REF: W07000059701

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: H07000294647
Letter Number: 207A00069258

P.O BOX 6327 - Tallahassee, Florida 32314

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**CERTIFICATE OF INCORPORATION
OF
ZAP U.S.A., CORP.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. Providing for the formation, rights privileges immunities and liabilities of incorporation for profit.

ARTICLE I

The name of the corporation should be:

ZAP U.S.A., CORP.

ARTICLE II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, which shares shall be of non par value. All stock is to be issued as fully paid and exempt from assessment.

ARTICLE IV

The pledge, sale, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

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ARTICLE V

The amount of capital with which its corporation may begin doing business shall be not less than five hundred dollars (\$500.00)

ARTICLE VI

The existence of the corporation is perpetual.

ARTICLE VII

The initial post office address of the principal office of the corporation in the State of Florida is 2450 NE 135TH STREET - SUITE 302 - MIAMI, FL 33181 The board of directors may from time to time move the principal office to any other address in the State of Florida. The registered address of the corporation is: 2450 NE 135TH STREET - SUITE 302 - MIAMI, FL 33181 registered agent at the address is: SOLANGE PINTO

ARTICLE VIII

The business of the corporation shall be managed by a board of directors consisting of no less than one or more than five directors. A quorum for the holding of a meeting of the board of directors and for the transactions of any business which will be properly done by the directors on behalf of the corporation shall consist of majority of members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an executive committee.

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ARTICLE IX

The names and post office of the members of the first board of directors and the slate of corporate officers are as follows:

**SOLANGE PINTO
PRESIDENT**

**2450 NE 135TH STREET - APTO 302
MIAMI, FL 33181**

**THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE
PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE SERVICE THE
BENEFITS PROVIDED THEREUNDER.**

**IN WITNESS WHEREOF, WE THE INCORPORATORS HEREUNTO SET OUR
HANDS AND SEALS, THIS 07 OF DECEMBER OF 2007**


SOLANGE PINTO

(INCORPORATOR)

**2450 NE 135TH STREET - APTO 302
MIAMI, FL 33181**

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO
PROCESS MAY BE SERVED.**

Pursuant to the provisions of the section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida. The name of the corporation is ZAP U.S.A., CORP. Desiring to organize or qualify under the laws of the State of Florida, with i princpal place of bustness at city of Miami, State of Florida has named: SOLANGE PINTO located at 2450 NE 135TH STREET - SUITE 302 - MIMAL, FL 33181 agent to accept process in State of Florida County of DADE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Solange Pinto
SOLANGE PINTO
REGISTERED AGENT