

To: FL Dept of State
Subject: 008.1230

from: Jim W. Denbach

Friday, April 09, 2010 11:58 AM Page: 1

Division of Corporations

https://efile.sunbiz.org/scripts/efilcovr.

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000080893 3)))



H100000808933ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

001868. 123051

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

**Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.

Email Address: jmayersohn@ralaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION
ZIONA PHARMACEUTICAL, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

2010 APR -9 A 10:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

10 APR -9 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-2-1-5

H10000080893 3

**ARTICLES OF INCORPORATION
OF
ZIONA PHARMACEUTICAL, INC.**

The undersigned, being a natural person competent to contract, does make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation is Ziona Pharmaceutical, Inc.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 10732 Hawks Vista Street, Plantation, Florida 33324.

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be Fifty-Five Million (55,000,000) shares, of which:

(i) Fifty Million (50,000,000) shares shall be designated Common Stock, \$0.0001 par value. Each issued and outstanding share of Common Stock shall be entitled to one (1) vote on each matter submitted to vote at a meeting of the shareholders;

(ii) Five Million (5,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

2010 APR -9 A 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H10000080893 3

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 350 East Las Olas Boulevard, Suite 1150, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is Joel D. Mayersohn.

**ARTICLE VII
INITIAL DIRECTORS**

This Corporation shall have three (3) Directors initially. Provided that the Corporation has at least one Director, the number of Directors may at any time be increased or decreased to a maximum of nine (9) as provided in the bylaws. The names and addresses of the initial Directors are:

James S. New
10732 Hawks Vista Street
Plantation, Florida 33324

Ronald Aung-Din
3501 Cattlemen Road, Suite A
Sarasota, Florida 34232

Cliff Davidson
124 West 60th Street, Apt. 44E
New York, New York 10023

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Joel D. Mayersohn, 350 East Las Olas Boulevard, Suite 1150, Fort Lauderdale, Florida 33301.

**ARTICLE IX
AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

H10000080893 3

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation of this 9th day of April 2010.



Joe D. Mayersohn
Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Ziona Pharmaceutical, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 9th day of April 2010.



Joe D. Mayersohn
Registered Agent