

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.

((H10000197249 3)))



H100001972493ABCO

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

To:

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

From:

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

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

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

zarov, inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

9/3/2010

2010 SEP -3 PM 3:10

SECRETARY OF STATE
DIVISION OF CORPORATIONS

10 SEP -3 PM 3:24

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/7/10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H10000197249
2010 SEP -3 PM 3:11

ARTICLES OF INCORPORATION

OF

ZAROV, INC.

⑧

THIS IS TO CERTIFY that I, the undersigned Incorporator, in compliance with Florida Statute Chapter 607, and for the purposes of forming a corporation under said Florida Statutes, does hereby make, subscribe, acknowledge and file these Articles of Incorporation and I do hereby certify:

I.

The name of the corporation shall be ZAROV, INC. Its initial principal place of business shall be 8291 NW 165 TERR., Miami Lakes, Florida 33016, with branch offices at such places, such states and foreign countries as the Board of Directors may from time to time by resolution provide. The corporation shall have perpetual existence.

II.

The general nature of the business to be conducted and transacted by the corporation and its purpose shall be as follows:

(a) The general objects and purposes for which the corporation is organized is to engage in the retail and the wholesale sale of, the manufacturing and distribution of, the export or import of, the design and licensing of, fashion and non-fashion items, of whatsoever nature and kind and wheresoever located, all associated enterprises, and further, to do any and all such other things as may be permitted by the laws of the United States the Laws of the State of Florida, and any applicable International Laws or Treaties.

Page 1 of 7

THIS INSTRUMENT PREPARED BY:
GARY S. RACKEAR, ESQUIRE; FLORIDA BAR NO. 220590
5975 Sunset Drive, Suite 708, South Miami, Florida 33143; Phone (305) 669-9989

H10000197249

(b) To acquire by purchase, subscription or otherwise and mortgage, pledge or otherwise dispose of bonds, notes or other securities or evidences of indebtedness and the shares of capital stock created and issued by any other corporation or corporations, association or associations and to purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations and, while the owner of such stock, to exercise all rights, powers and privileges of such ownership, including the right to vote the same and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such bonds, stocks or other securities or evidences of indebtedness and to guarantee dividends upon the share of the capital stock of any other corporation in which this corporation, at the time, may be interested as a stockholder thereof and to endorse or otherwise guarantee the principal and interest, or either thereof, of notes, bonds or other evidences of indebtedness created or issued by such corporation; to deal in its own stock, bonds or evidences of indebtedness; to operate a general brokerage business.

(c) To lend, borrow money, be a surety, and execute bail bonds and to execute and deliver, accept, take and receive notes, bonds, debentures or other securities or other evidences thereof and mortgages.

(d) To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks any licenses or other rights or interests therein and thereunder; to act as fiscal or financial agent, broker or general representative and as attorney-in-fact of and for individuals, corporation and inter-insurance or reciprocal companies and as general or spe-

Page 2 of 7

THIS INSTRUMENT PREPARED BY:
GARY S. RACKEER, ESQUIRE; FLORIDA BAR NO. 220580
5975 Sunset Drive, Suite 706, South Miami, Florida 33143; Phone (305) 669-8989

cial agent for the placing and handling of all classes of insurance, including life, fire, tornado, accident, theft and branches of insurance incident thereto.

(e) To conduct a general manufacturing business; to buy, sell, trade or barter in all types, kinds and descriptions of manufactured products or raw materials; to maintain and operate a retail and wholesale merchandising business; to be a general contractor or builder or carry on any type of business related thereof; to purchase and sell mills, land, standing timber, logs and lumber; to engage in scientific research and development of all types; to produce, buy, sell and market agricultural products, to own, operate and engage in the airline, airport, steamship, bus, trucking or any other type of transportation business; to own and operate a radio or television station or engage in any type of communication of newspapers, magazines and any and all types of kindred enterprises; to own, maintain and operate a school, educational or amusement business; to engage in the hotel, restaurant, garage, mining, oil, travel, building, contracting or salvage business or any similar or related type of business and to operate an export or import business.

(f) To do all acts and things necessary, suitable, convenient or proper for the accomplishment of any of the purposes before or hereinafter enumerated or incidental to the powers herein named, or which shall, at any time, appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in, any property or otherwise, with all the powers which are now or may hereinafter be conferred by the laws of the State of Florida or of these United States of America.

Page 3 of 7

THIS INSTRUMENT PREPARED BY:
GARY S. RACKEAR, ESQUIRE; FLORIDA BAR NO. 220590
5975 Sunset Drive, Suite 706, South Miami, Florida 33143: Phone (305) 668-8985

(g) To own, lease, buy or sell real property whether located in the State of Florida, or the other States of the United States of America, in foreign countries or in and upon such extra-terrestrial locations as and when they become available.

III.

The aggregate number of shares that the corporation shall have the authority to initially issue is ONE THOUSAND (1000) shares at ONE (\$1.00) DOLLAR per share par value.

IV.

The amount of capital with which the corporation shall begin is ONE THOUSAND 00/100 (\$1,000.00) DOLLARS.

V.

The initial street address in Florida of the principal office of the corporation is 8291 NW 165 TERR., Miami Lakes, Florida 33016, and the name of the initial Registered Agent shall be GARY S. RACKEAR, ESQ., whose address is 5975 Sunset Drive, Suite 706, South Miami, Florida 33143-5174.

VI.

The initial Board of Directors shall consist of a minimum of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's By-Laws, but shall never be less than one member any of whom shall not be required to be residents of the State of Florida nor need be shareholders of the corporation.

Page 4 of 7

THIS INSTRUMENT PREPARED BY:
GARY S. RACKEAR, ESQUIRE; FLORIDA BAR NO. 320990
5975 Sunset Drive, Suite 706, South Miami, Florida 33143; Phone (305) 589-9989

VII.

The initial director will be STEPHANIE ZAMORA, whose address is 8291 NW 165 TERR., Miami Lakes, Florida 33016, who shall also serve as President until the first annual meeting of the shareholders or until her successor shall have been elected and qualified.

VIII.

The name and address of the initial subscribers to the corporation is, STEPHANIE ZAMORA, whose address is 8291 NW 165 TERR., Miami Lakes, Florida 33016.

IX.

A two-thirds (2/3) vote of the shareholders of this corporation shall be required for shareholder action.

X.

The shareholders shall have the power to adopt, amend, alter, change or repeal these Articles of Incorporation when proposed and approved at a the annual shareholder meeting or other meeting specially called therefore, by not less than two-thirds (2/3) vote of the common stock.


Page 5 of 7

THIS INSTRUMENT PREPARED BY:
GARY S. RACKEAR, ESQUIRE; FLORIDA BAR NO. 220590
5975 Sunset Drive, Suite 706, South Miami, Florida 33143; Phone (305) 669-9989

XI.

The shareholders of this corporation shall have preemptive rights to acquire un-issued or treasury shares of this corporation or securities of this corporation convertible into or carrying a right to subscribe to or acquire shares. All common shares of this corporation shall be subject to restrictive rights.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed these foregoing Articles of Incorporation under the laws of the State of Florida this 2nd day of September 2010.


STEPHANIE ZAMORA, 8291 NW 165 TERR.,
Miami Lakes, Florida 33016

STATE OF FLORIDA

:SS

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared STEPHANIE ZAMORA, of Miami Lakes, Florida, who is personally known to me to be the person described in and who subscribed to the above Articles of Incorporation of ZAROV, INC., and she after taking oath, did freely and voluntarily acknowledge before me, according to law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Miami-

Page 6 of 7

THIS INSTRUMENT PREPARED BY:
GARY S. RACKEAR, ESQUIRE; FLORIDA BAR NO. 220590
5975 Sunset Drive, Suite 706, South Miami, Florida 33143; Phone (305) 689-9989

SECRETARY
DIVISION
H10000197249
2010 SEP -3 PM 3:11

Dade County, Florida, this 2nd day of September 2010.

[Signature]
Notary Public, State of Florida

My commission expires:



GARY S. RACKEAR
MY COMMISSION # DD 88904
EXPIRES: August 5, 2011
Bonded thru Budget Notary Services

Printed Name of Notary Public

OATH OF REGISTERED AGENT

STATE OF FLORIDA

: SS

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared GARY S. RACKEAR, ESQ., whose address is 5975 Sunset Drive, Suite 706, South Miami, Florida 33143-5174, who having been named to accept service of process for ZAROV, INC., at the above address, hereby accepts to act in this capacity and agrees to comply with the provisions of said act relative to keeping open said office.

[Signature]
GARY S. RACKEAR, ESQ., Registered Agent

SWORN TO AND SUBSCRIBED before me at Miami, Miami-Dade County, Florida, this 2 day of Sept 2010, by GARY S. RACKEAR, ESQ., who is personally known to me and took an oath.



KENNETH G. LANCASTER
MY COMMISSION # DD 778278
EXPIRES: June 2, 2012
Bonded thru Budget Notary Services

My commission expires:

[Signature]
Notary Public, State of Florida

Printed Name of Notary Public

Page 7 of 7

THIS INSTRUMENT PREPARED BY:
GARY S. RACKEAR, ESQUIRE; FLORIDA BAR NO. 226590
5975 Sunset Drive, Suite 706, South Miami, Florida 33143; Phone (305) 659-9989

H10000197249