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TRANSMITTAL LETTER

FILED
APR 11 1995
TALLAHASSEE, FL

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

T00001451887
-04/12/95--01010--001
***131.25 ***131.25

SUBJECT: Zones International, Inc.

ENCLOSED IS AN ORIGINAL AND ONE (2) COPIES OF THE
ARTICLES OF INCORPORATION AND A CHECK IN THE AMOUNT OF
\$131.25 FOR: FILING FEE, CERTIFIED COPY AND CERTIFICATE.

FROM: Adolfo P Rodriguez
14844 S.W. 46 lane
Miami, Florida 33185-4339
DAYTIME PHONE (305)220-6122

APR 18

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FILED
SECRETARY
TALLAHASSEE

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Zones International, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:
14844 S.W. 46 Lane
Miami, Florida 33185-4339

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

ARTICLE IV


INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
Adolfo P. Rodriguez
14844 S.W. 46 Lane Miami, Florida 33185-4339

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is:
Adolfo P. Rodriguez 14844 S.W. 46 Lane Miami, Fl. 33185-4339

THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 10 DAY APRIL 1995.



ADOLFO P. RODRIGUEZ

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA Statutes, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:
ZONES INTERNATIONAL, INC.

2. The name and address of the registered agent and office is:
ADOLFO P. RODRIGUEZ
14844 S.W. 46 LANE
MIAMI, FLORIDA 33185-4339

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95 APR 11 10 30 AM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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 statutes
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.

Adolfo P. Rodriguez
(SIGNATURE)

4/10/95
(DATE)