

# P95000039166



OFFICE USE ONLY

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\*\*\*\*122.50 \*\*\*\*122.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 05 MAY 17 PM 2:17  
 SECRETARY OF STATE  
 HALLMARKSSEF. FLORIDA  
 6/1

W95-10015

MAY 17 1995

MAY 11 1995 BSB

Examiner's Initials \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 11, 1995

KALPNA PACHORI  
9091 LONG LAKE PALMS DRIVE  
BOCA RATON, FL 33496

SUBJECT: ZURICH INTERNATIONAL, INC.  
Ref. Number: W95000010015

We have received your document for ZURICH INTERNATIONAL, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 695A00023985

May 16, 1995

Division Of Corporation.  
P. O. Box 6327  
Tallahassee,  
FL. 32314

SUBJECT: ZURICH INTERNATIONAL, INC.  
Ref. Number: W95000010015

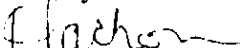
Dear sir/ madam:

We are enclosing the required document for completion of the registration of Zurich International, Inc.

Please find a check for \$ 10.00 herein to enable you to return this document by over night mail.

Thanking you for your cooperation.

Sincerely,

  
Kalpna Pachori

**ZURICH INTERNATIONAL, INC.  
ARTICLES OF INCORPORATION**

FILED  
95 MAY 17 PM 2: 17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The undersigned, Kalpna Pachori, whose address is 9091, Longlake Palms Drive, Boca Raton, Florida 33496, being at least eighteen (18 ) years of age, does hereby act as incorporator with the intentions of forming a corporation under and by virtue of the General Laws of the State of Florida.

**SECOND:** The name of the corporation (which is hereinafter called the " Corporation " ) is

**ZURICH INTERNATIONAL, INC.**

**THIRD:** The purpose for which the corporation is formed are as follows:

1. To engage in the business of import and export of ail commodities, and all activities customarily conducted in connection therewith and to operate Mail Order business.
2. To establish and run wholesale/ Retail outlets for the sale of commodities.
3. To buy, lease or otherwise acquire, to manufacture, improve, service and repair, to own, use, operate and manage, to sell, lease, or otherwise dispose off, and to generally to deal in and with personal property of every class and description.
4. To acquire by purchase, subscription or in any other manner take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in with any shares of stocks, bonds, debentures, notes, mortgages or other instruments evidencing rights or options to receive, purchase or subscribe for the same or presenting any other rights of interest therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or sub-divisions thereof, and to possess and exercise and respect thereto any and all rights, power and privileges of individual holders.
5. To borrow money and to issue, sell, pledge or otherwise dispose off bonds, bills of exchange, notes, debentures, warrants, trust certificates and other obligations and evidence of indebtedness and to secure the same by mortgage, pledge, trust, assignments and reassignments of accounts receivables or other instruments evidencing property rights of this corporation, deed or other encumbrance on property of any kind.
6. To purchase, acquire, deal in and/ or pledge shares of its stock or other securities of any nature issued by it, without expectations or limitations.
7. To carry out all or any part of the aforesaid objects as principals, distributors, dealers, factor, broker, agent, contractor, or otherwise, either alone or in conjunction with any

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**Zurich International .**

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other person, firm, associations or corporations, and in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make or perform any contracts and to do any acts or things and to exercise any power suitable for the accomplishment of any acts or things, and to exercise any powers suitable convenient or proper for the accomplishment of any of the objects herein enumerated or incidental to the powers herein specified which at any time may appear conducive to or expedient for the accomplishment of any objects or purpose

8 To carry on all business which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them or to facilitate the transactions by the corporation of the aforesaid business which may be calculated directly or indirectly to enhance the value of its assets and property

The foregoing shall be construed as objects and powers and shall be deemed to be cumulative and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Corporation and the enjoyment thereof as conferred by the laws of the State of Florida

FOURTH The Post Office address of the Principal Office of the Corporation is 9091 Long Lake Palms Drive, Boca Raton, Florida 33496  
The Resident Agent of the Corporation in this State is Atul Kumar whose address is 515 E. Las Olas Boulevard, 1060, Ft. Lauderdale 33301 )

FIFTH The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5000) Shares, without par value, all of one class

SIXTH The number of Directors of the Corporation shall be One (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than One (1), and the name of the Director who shall act until the first annual meeting or until his/her successor is duly chosen and qualified is Kalpna Pachori

SEVENTH The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stock Holders

(a) The board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now

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**Zurich International Inc .**

**Zurich International Inc .**

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or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized and may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares or securities, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of the redemption of, and the conversion rights of such shares and securities.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors or Officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers, of such other corporation, and Directors and Officers of this Corporation individually, or any firm of which any Director or Officer of this Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, and any Director or Officer of this Corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of directors of this Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or Officer of such other corporation or not so interested; provided that there has been full compliance with the provisions of Fl. Ann. Code, Corp. & Ass'ns.

(c) The Corporation shall indemnify any Director, Officer or Employee, or former Director, Officer or Employee of the Corporation, or any person who may have served at its request as a Director, Officer or Employee of another Corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal or administrative, in which he is made a party by reason of being or having been such Director, Officer or Employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation may also reimburse to any Director, Officer, or Employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of the stockholders that it was to the interest of the Corporation that such settlements be made and that such Director, Officer or Employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such individual may be entitled under any statute, by-law, agreement, vote of stockholders or otherwise.

(d) The Corporation reserves the right to make, from time to time, any

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**Zurich International Inc.**

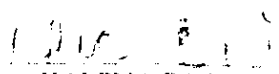
Page Four

amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its stock by classification, re-classification or otherwise. Any such amendment which changes the terms of any of the outstanding stock or which changes the terms of any of the outstanding stock or which changes the terms of any of the outstanding stock or rights of stockholders shall be valid if authorized by the same vote and procedure as are required in the case of charter amendments not changing the terms of outstanding stock.

(e) Except as otherwise may be provided by the Board of Directors of from time to time, no holder of any shares of stock of the Corporation shall have any preemptive right to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of any class, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, whether now or hereafter authorized.

(f) Notwithstanding any provision of law, now or hereafter in effect, requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, such action shall be valid and effective if taken or authorized upon the concurrence of a majority of the aggregate number of votes entitled to be cast thereon.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 29th day of April, 1995 acknowledging the same to be his/her act

  
KALPNA PACHORI  
Incorporator

Atul Kumar  
515 E. Las Olas Blvd.,  
1060. Ft. Lauderdale  
FL 33301

May 17th, 1995

TO WHOM IT MAY CONCERN

This is to confirm that I, Atul Kumar, hereby am familiar and accept the duties and responsibilities as registered agent for Zurich International.

Atul Kumar



FILED  
95 MAY 17 PM 2:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA