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50867

6/28/95

Routman E Mellinger

Requestor's Name

100 N.E. 84 STREET

Address

MIAMI Florida 33138

City

State

ZIP

Phone

757-5800 E

VALIDATION ONLY

RECEIVED

95 JUN 29 AM 11:06

DIVISION OF CORPORATION

500001526835

06/29/95--01038--007  
\*\*\*122.50 \*\*\*122.50

CORPORATION(S) NAME

ZEPhyr TRADING, INC.

EFFECTIVE DATE

6-27-95

FILED  
95 JUN 29 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

F. CHESSER JUN 29 1995

CR2E031 (R8-85)

EMPIRE Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION**

**OF**

**ZEPHYR TRADING, INC.**

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE  
6-27-95

**ARTICLE I - NAME AND ADDRESS**

The name of this corporation is ZEPHYR TRADING, INC. and its business address is 615 N.E. 124th Street, N. Miami, Florida 33161.

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**ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation has the authority to issue one thousand (1,000), all of which shall be common shares with a par of One Dollar (\$1.00).

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE**

ZEPHYR TRADING, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 615 N.E. 124th Street, N. Miami, Florida 33161, has named JUSTIN MANUEL, as its agent to accept service of process within this state.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially who shall serve until their successors, if any, are elected at the shareholders' annual meeting. If and when so permanently constituted, the number of Directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The names and addressess of the initial directors of this corporation are as follows:

JUSTIN MANUEL

10315 N.W. 2nd Court  
Miami, Florida 33150

ABEL SIMON

13605 N.E. 3rd Court  
Unit 317  
No. Miami, Florida 33161

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

JUSTIN MANUEL  
10315 N.W. 2nd Court  
Miami, Florida 33150

**ARTICLE IX - BY-LAWS**

The power to adopt, later, amend or repeal by-laws shall be vested in the shareholders of this corporation.

**ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

JUSTIN MANUEL	500
ABEL SIMON	500

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

**ARTICLES XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

**ARTICLE XII - MEETING BY CONFERENCE TELEPHONE**

Shareholders, officers and directors of this corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

**ARTICLE XIII - INDEMNIFICATION**


The corporation shall indemnify an officer, or any former officer, to the fullest extent permitted by law.

**ARTICLE XIV - AMENDMENT**

Amendments to the Certificates of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the

shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of June, 1995.

  
JUSTIN MANUEL, Incorporator

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared JUSTIN MANUEL, known to me be the person, who, as Incorporator, executed the foregoing Articles of Incorporation of ZEPHYR TRADING, INC. and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 27th day of June, 1995.

  
MICHELLE MARIE HELM  
NOTARY PUBLIC, State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. OCT. 27, 1998  
BONDED THRU GENERAL INS. UND.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND

FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 27TH DAY OF JUNE, 1995.

  
JUSTIN MANUEL, Registered Agent

STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public authorized in the county and state set forth above, personally appeared JUSTIN MANUEL, known to me who executed the foregoing Acceptance of Registered Agent, and he acknowledged that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 27th day of June, 1995.

  
MICHELLE MARIE HEIM  
NOTARY PUBLIC, State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. OCT. 27, 1996  
BONDED THRU GENERAL INS. UND.

FILED  
1995 JUN 29 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA