

1201 HAYS STREET  
TALLAHASSEE, FL 32310  
(904) 227-1231  
904 227-1991 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 651852 94018A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : August 1, 1995

ORDER TIME : 10:01 AM

ORDER NO. : 651852

CUSTOMER NO: 94018A

CUSTOMER: Michael Ortiz, Esq  
MICHAEL ORTIZ, P.A.

Suite 902, Grand Bay Plaza  
2665 South Bay Shore Drive  
Miami, FL 33133

\*\*\*\*\*123.50\*\*\*\*\*  
08/01/95 01051 000000  
\*\*\*\*123.50\*\*\*\*

DOMESTIC FILING

NAME: YIDI INDUSTRIES CORP.

*Please confirm  
correction of name  
YIDI INDUSTRIES CORP.*

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 AUG -1 11 0 30  
TALLAHASSEE, FL 32310

T. BROWN AUG - 2 1995

ARTICLES OF INCORPORATION OF  
YIDI INDUSTRIES CORP.

FILED  
95 AUG -1 PM 8 30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Yidi Industries Corp.

The address of the principal office of this corporation shall be:

c/o Michael Ortiz  
2665 So. Bayshore Drive  
Suite 902  
Miami, Florida 33133

and the mailing address of the corporation shall be the same.

ARTICLE II

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida

ARTICLE III

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value</u>	<u>Class of Stock</u>
500 shares	\$1	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### ARTICLE V

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

Michael Ortiz	2665 So. Bayshore Drive
	Suite 902
	Miami, Florida 33133

#### ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the first director of the corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

Michael Ortiz	2665 So. Bayshore Drive
	Suite 902
	Miami, Florida 33133

#### ARTICLE VII

The name and address of the Incorporator is:

Michael Ortiz	2665 So. Bayshore Drive
	Suite 902
	Miami, Florida 33133

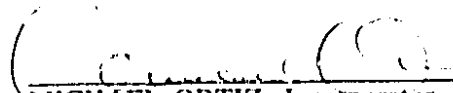
#### ARTICLE VIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

#### ARTICLE IX

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by law either now existing or hereafter enacted.

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 31st day of July, 1995.

 (SEAL)  
MICHAEL ORTIZ, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Michael Ortiz having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
MICHAEL ORTIZ

FILED  
95 AUG -1 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 BAY STREET  
TALLAHASSEE, FL 32301  
(904) 222-9071  
FAX (904) 222-9072

800-142-8086

**P95000059406**  
**CSC networks**  
PRESTIGE RATE  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 650866 94018A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : August 14, 1993

ORDER TIME : 10:06 AM

ORDER NO. : 650866

CUSTOMER NO: 94018A

CUSTOMER: Michael Ortiz, Esq  
Michael Ortiz, P.a.  
Suite 902, Grand Bay Plaza  
2665 South Bay Shore Drive  
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: ZIPPER INDUSTRIES CORP.

XXX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

FILED  
65 AUG 14 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301  
\*\*\*\*\*50 \*\*\*\*\*50

65 AUG 14 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301  
\*\*\*\*\*50 \*\*\*\*\*50

NC  
CRS  
8-14

*Law Office*  
MICHAEL ORTIZ, P.A.

*Suite 912  
Grand Bay Plaza  
2665 South Bayshore Drive  
Miami, Florida 33133*

*Telephone (305) 856-7879  
Facsimile (305) 856-5970*

MICHAEL ORTIZ

August 11, 1995

*of counsel*  
ARNOLD L. PERLSTEIN

HAND DELIVERED

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Zipper Yidi Corp.  
Client File Number 196

To Whom It May Concern:

Enclosed herewith please find an original and one (1) copy of the Amendment to the Articles of Incorporation (the "Amendment") of the above-referenced Corporation. Also enclosed is a check in the amount of Eighty Seven Dollars and Fifty Cents (\$87.50) in payment the following fees:

Filing Fee	\$35.00
Certified Copy Fee	52.50
	-----
Total	\$87.50

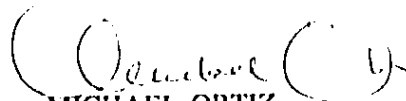
Please acknowledge your receipt of the enclosed Amendment and check by signing the enclosed acknowledgement copy of this letter and returning it to me in the envelope provided, together with the certified copy of the Amendment upon their filing.

Secretary of State  
Division of Corporations  
August 11, 1995  
Page -2-

Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

MICHAEL ORTIZ, P.A.

  
MICHAEL ORTIZ

MO/cb  
Enclosures  
Secy-St2.ltr\*196

RECEIPT is hereby acknowledged of the above letter and its enclosures this \_\_\_\_ day  
of \_\_\_\_\_, 1995.

SECRETARY OF STATE

By: \_\_\_\_\_

*Law Offices*  
MICHAEL ORTIZ, P.A.



AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
YIDI INDUSTRIES CORP

FILED  
AUG 14 1995  
CLERK OF THE COURT  
STATE OF FLORIDA

The undersigned does hereby execute, acknowledge and file the following Amendment to the Articles of Incorporation of YIDI INDUSTRIES CORP.

1. The name of the corporation is currently YIDI INDUSTRIES CORP.
2. The Articles of Incorporation are amended as follows:
  - a. By deleting, immediately preceding the first paragraph of such articles, the words, "YIDI INDUSTRIES CORP." and by substituting in lieu thereof "ZIPPER YIDI CORP."; and
  - b. By deleting all of Article I hereof, and by substituting in lieu thereof, all of the following:

The name of this corporation shall be: Zipper Yidi Corp.
  - c. In all other respects, the Articles of Incorporation shall remain unchanged.
3. This Amendment was adopted by a written statement signed by the sole shareholder and sole director of YIDI INDUSTRIES CORP. on August 11, 1995 pursuant to Section 607.1003 of the Florida Statutes.
4. The effective date of this Amendment shall be upon the filing of this Amendment to Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the above named corporation, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and execute this Amendment to the Articles of Incorporation this 11th day of August, 1995.

YIDI INDUSTRIES CORP. to be known  
hereafter as:  
ZIPPER YIDI CORP.

By: \_\_\_\_\_

MARIO HABIB NADER, President and  
Secretary