

P96000004 337

FRIEDMAN & HEYDASCH, P.A.

ATTORNEYS AT LAW • RECHTSANWÄLTE

NICHOLAS R. FRIEDMAN, J.D.
ADMITTED IN FLORIDA, AND ASSOCIATE MEMBER
OF THE BAR OF THE FEDERAL REPUBLIC OF GERMANY

AXEL HEYDASCH, J.D., LL.M. IN TAXATION
ADMITTED IN FLORIDA AND NEW YORK
OF COUNSEL:

JEROME H. SHEVIN, P.A.

MARY B. FRIEDMAN, J.D.
BOARD CERTIFIED IN CIVIL TRIAL ADVOCACY
BY THE FLORIDA BAR

WOLF M. NIETZER, M.C.L., J.C.B.
ADMITTED IN NEW YORK AND
THE FEDERAL REPUBLIC OF GERMANY

NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
30TH FLOOR
MIAMI, FLORIDA 33132

TELEPHONE (305) 358-8400
TELEFAX (305) 377-0111

January 9, 1996

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-01/11/96--01050--000
*****70.00 *****70.00

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32399

RE: Zolrak & Darkon, Inc.

TO WHOM IT MAY CONCERN:

I am enclosing duplicate sets of Articles of Incorporation for the captioned corporation, and a check, payable to the Secretary of State, in the amount of \$70.00 covering the fees for incorporation.

Please return a stamped copy of the Articles to me at the following address:

Law Offices of
Friedman & Heydasch, P.A.
New World Tower, 30th Floor
100 North Biscayne Boulevard
Miami, Florida 33132

Telephone: (305) 358-8400

I am enclosing a self-addressed envelope for your convenience.

Thank you for your assistance in this matter. If you have any questions or comments, do not hesitate to contact me.

Very truly yours,


Axel Heydasch

Enc.
AH/s

B. REGISTER JAN 16 1996

FILED
96 JAN 11 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ZOLRAK & DARKON, INC.

FILED
96 JAN 11 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: **ZOLRAK & DARKON, INC.**

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

3101 Indian Creek Drive, #105
Miami Beach, Florida 33139

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The Registered Agent will be Axel Heydasch of Friedman & Heydasch, P.A.,
100 North Biscayne Boulevard, 30th Floor, Miami, Florida 33132.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The name(s) and address(es) of the initial Director(s) of this corporation who shall hold office for the first year until his/their successor(s) is/are chosen, shall be:

Carlos D'Arezzo
3101 Indian Creek Drive, #105
Miami Beach, Florida 33139

Jose R. Monge
3101 Indian Creek Drive, #105
Miami Beach, Florida 33139

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

President/Secretary:

CarlosD'Arezzo
3101 Indian Creek Drive, #105
Miami Beach, Florida 33139

Vice President/Treasurer:

Jose R. Monge
3101 Indian Creek Drive, #105
Miami Beach, Florida 33139

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation

are:

Axel Heydasch
Friedman & Heydasch, P.A.
100 North Biscayne Boulevard, 30th Floor
Miami, Florida 33132

ARTICLE IX. PREEMPTIVE RIGHTS

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 9th of January, 1996.


Axel Heydasch
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The undersigned, Axel Heydasch, a resident of Dade County, Florida, whose address is 100 North Biscayne Boulevard, 30th Floor, Miami, Florida 33132, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under

Chapter 607 of the Florida Statutes.


Axel Heydasch

FILED
96 JAN 11 AM 7:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

096000004337

Requestor's Name
Address
City/State/Zip Phone #

Office Use Only

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

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 31 AM 9:33

- ☐ 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 checked="" type="checkbox"/> | Amendment <i>MC</i> |
| <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 |

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*****35.00 *****35.00

| 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 |

FEB 1 1996

FRIEDMAN & HEYDASCH, P.A.

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January 11, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Fl. 32314

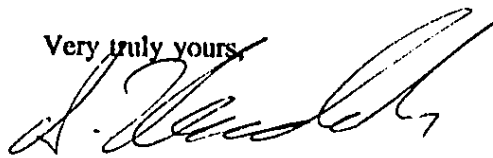
Re: Amended Articles of Incorporation of ZOLRAK & DURKON, INC.

Dear Sir or Madam:

Enclosed please find the above referenced Amended Articles of Incorporation. Please be advised that we previously sent you a set of Articles of Incorporation for this corporation under the incorrect name of Zolrak & Darkon, Inc.

I have enclosed a self-addressed, stamped envelope for your convenience.

Very truly yours,



AXEL HEYDASCH
Attorney-at-law

AH:ms

Enclosure.

RECEIVED
96 JAN 17 AM 8:25
DIVISION OF CORPORATIONS

996000004337



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 23, 1996

FRIEDMAN & HEYDASCH, P.A.
% AXEL HEYDASCH
100 NORTH BISCAYNE BLVD., 30TH FL.
MIAMI, FL 33132

SUBJECT: ZOLRAK & DARKON, INC.
Ref. Number: P96000004337

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 996A00002926

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ZOLRAK & DARKON, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(Indicate article number(s) being amended, added or deleted)*

ARTICLE I. NAME

"The name of the corporation shall be amended to: ZOLRAK & DURKON, INC."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

n/a

FILED
SECRETARY OF CORPORATION
DIVISION
95 JAN 31 AM 9:33

THIRD: The date of each amendment's adoption: 1-11-96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient
for approval by _____
voting group"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 29th of January, 19 96


Signature _____
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)


Axel Heydasch Typed or printed name

Incorporator

Title