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PRESTIGE HALL  
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 173221 4311639

AUTHORIZATION : Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : December 3, 1996

ORDER TIME : 10:37 AM

ORDER NO. : 173221-005

CUSTOMER NO: 4311639

3000002018333--8

CUSTOMER: Matt Anderson, Legal Assistant  
AKERMAN SENTERFITT & EIDSON

One Southeast Third Avenue  
28th Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: ZAFFLAMIA INTERNATIONAL, INC.

EFFECTIVE DATE:

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: Susana Romagosa

EXAMINER'S INITIALS: DEC 3 1996 BSB

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96 DEC -3 PM 1:49  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
ZAFFLAMIA INTERNATIONAL, INC.

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STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is ZAFFLAMIA INTERNATIONAL, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is 540 Brickell Key Drive, Suite 623, Miami, Florida 33131.

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is Ten Thousand (10,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is One SE 3rd Avenue, 28th Floor Miami, Florida 33131. The name of the corporation's initial registered agent at that office is American Information Services, Inc.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Richard L. Schanerman, One SE 3rd Avenue, 28th Floor, Miami, Florida 33131.

## ARTICLE VI

### DIRECTOR


The name and street address of the individual who is to serve as the initial director of the corporation is Frank Flavia, 540 Brickell Key Drive, Suite 623, Miami, Florida 33131.

## ARTICLE VII

### INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of December, 1996.

  
Richard L. Schanerman, Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Zafflamia International, Inc., a Florida corporation, (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 1 day of December, 1996.

AMERICAN INFORMATION SERVICES, INC.

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

Christopher M. Nelson,  
President

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FLORIDA