

P9600009765-4

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

RE:

Zyntex Corporation

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

96 DEC -3 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W96-25716

DEC - 5 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____

BY [Signature] CK No. _____

WALK-IN
Will Pick Up

12/3 12:00

C.C. FEE.

DISBURSED

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☒ Cert. Copy(s) photo
☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File
☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing
☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s. _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone () _____
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () _____ pgs.
300002017669--0
-12/03/96--01032-013
*****70.00 *****70.00

SUBTOTALS

FEE.....
DISBURSED.....
SURCHARGE.....
TAX on corporate supplies.....
SUBTOTAL.....
PREPAID.....
BALANCE DUE.....
.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: ZYNTEX CORPORATION
Ref. Number: W96000025216

We have received your document for ZYNTEX CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 296A00054161

Corrected

RECEIVED
96 DEC -3 PM 3 08
DIVISION OF CORPORATION

FILED

96 DEC -3 PM 4: 04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ZYNTEX CORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME.** The name of the corporation is **ZYNTEX CORPORATION.**
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, more specifically any activities relating to investing, owning, renting, developing and selling real estate.
4. **CAPITAL STOCK.** The corporation is authorized to issue 100 shares, all of one class, at no par value.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The principal place of business shall be 223 Peruvian Avenue, Palm Beach, Florida 33480 and the registered agent shall be PETER S. BROBERG, whose office is 223 Peruvian Avenue, Palm Beach, Florida 33480.
6. **INITIAL OFFICERS AND BOARD OF DIRECTORS.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial officer and director of this corporation is:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
CATHARINA BALDELLI de REZENDE	President/Secretary/Treasurer	c/o Coe and Broberg 223 Peruvian Avenue Palm Beach, FL 33480

7. **DIRECTOR QUORUM AND VOTING.** Initially there shall be one director and the decision of the sole director shall be deemed as binding. At any time there is more than one director, a quorum shall be achieved when all directors are present in person or by telephone. If a quorum is present, the affirmative vote of a majority of the directors shall be the act of the Board of Directors.

8. **DIRECTOR CONFLICT OF INTEREST.** No contract or other transaction between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes if the contract is or has been executed by a Director who has no interest whether it be financial or otherwise in the other party to the contract.

9. **MEETINGS BY CONFERENCE TELEPHONE.** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by law but regular meetings of the Board of Directors must be attended in person by each director.

10. **SHAREHOLDER QUORUM AND VOTING.** One Hundred (100%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of Seventy Five (75%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

11. **ACTIONS REQUIRING SEVENTY FIVE (75%) PERCENT APPROVAL.** Notwithstanding the language of Paragraph 7, the Board of Directors of the corporation may not authorize any mortgage, dispose of assets, distribute proceeds, declare any dividend, sell, lease, pledge, or create a security interest in any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation for the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of One Hundred (100%) Percent of the shares of the corporation entitled to vote thereon and not otherwise.

12. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this

corporation shall be vested in the directors and a vote of One Hundred percent (100%) of the directors is necessary to accomplish the amendment or repeal.

13. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is Peter S. Broberg, 223 Peruvian Avenue, Palm Beach, Florida 33480.

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

Having been named to accept service of process for said corporation, I hereby accept to act in this capacity, and to agree to comply with the provisions of said Act.

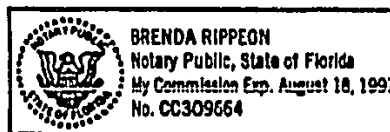

PETER S. BROBERG
Incorporator / Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared PETER S. BROBERG and to me personally known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of December, 1996.


Notary Public
My Commission Expires:



FILED
96 DEC -3 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA