

9600098362

Harvy Garcia
451 SW 182 Way
Pembroke Pines 33029 FL

November 20, 1996

Corporation Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen,

Enclosed please find Article of Incorporation and check in the amount of \$122.50 for registration of a new corporation name "ZEUS GROUP, INC" and a copy of the certificate of incorporation.

Thanking you in advance for your kind cooperation in this matter I remain.

Sincerely yours,


Harvy Garcia

Enclosure (2)

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TALLAHASSEE FLORIDA

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CERTIFICATE OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, generally, and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of this Corporation shall be ZEUS GROUP, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this Corporation is: A) Provide consulting services in data processing , process control, data transmission and acquisition, for engineering, R&D , manufacturing or other general businesses B) Provide services on above areas (but not restricted to only those) acting as an integrator, reseller or distributor of machinery, hardware, software and services . The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be two thousand (2000) shares, each having a par value of \$1.00 of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash. All stock issued shall be fully paid for and shall be non-assessable.

ARTICLE IV

Initial Capital

The amount of capital with which this Corporation shall begin business shall be Two thousand Dollars and zero cents (\$2000.00).

ARTICLE V

Term of existence

This corporation shall be of perpetual existence.

ARTICLE VI

Registered Office

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 16755 HEMINGWAY DR, Fort Lauderdale, 33326 FL

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ARTICLE VII
Registered Agent

The registered Agent will be Harvy Garcia with the following address: 451 SW 182 Way Pembroke Pines 33029 FL

ARTICLE VIII
Directors

There shall be a Board of Directors for this Corporation which shall consist of two persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than 2. Each of said Directors shall be of full age. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE IX
Initial Board of Directors

The names and addresses of the first board of Directors is as follows:

<u>Names</u>	<u>Addresses</u>	<u>Office Phone</u>
Jesus Dominguez	16755 HEMINGWAY DR, Fort Lauderdale, 33326 FL	954 349 7806
Harvy Garcia	451 SW 182 Way Pembroke Pines 33029 FL	954 437 7063

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

ARTICLE X
Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to purchase are:

<u>Names</u>	<u>Addresses</u>	<u>Shares</u>
Jesus Dominguez	16755 HEMINGWAY DR, Fort Lauderdale, 33326 FL	1000
Harvy Garcia	451 SW 182 Way Pembroke Pines 33029 FL	1000

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

ARTICLE XI
Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of these officers of this Corporation are pecuniary or otherwise interested in, or are Directors or officers of, such other Corporation; any Director may be member, may be party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors of this Corporation, which shall authorize any such

contract or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE XII
Acceptance of Registered Agent

Having been named to accept service of process for the above stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with complete performance of my duties.

Harvy Garcia
Registered Agent

Nov. 20 1996

ARTICLE XIII
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

Harvy Garcia

Enclosure (1)

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