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EMPIRE CORPORATE KIT

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: ZGAR HOLDINGS, ~~INC.~~ <sup>Limited</sup>

AUDIT NUMBER.....H97000001510

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

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EMPIRE CORPORATE KIT

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 28, 1997

EMPIRE

SUBJECT: EGAR HOLDINGS, LTD, INC.  
REF: W97000001995

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

THE LTD MUST BE SPELLED OUT IN CORPORATE NAME.

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) 487-6933.

Dana Calloway  
Document Specialist

FAX And. #: H97000001510  
Letter Number: 897A00004231

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ARTICLES OF INCORPORATION

OF

**ZGAR HOLDINGS LIMITED, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

I. NAME

The name of this corporation is:

**ZGAR HOLDINGS LIMITED, INC.**

II. DURATION

The period of its duration is perpetual.

III. CAPITAL STOCK

The corporation is authorized to issue TEN (10) MILLION shares, all of one class, at no par value. [10,000,000]

IV. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and principal office of this corporation is as follows:

LAW OFFICES OF LIONEL BARNET, P.A.  
9100 South Dadeland Boulevard # 404  
MIAMI, FLORIDA 33156

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Prepared by:  
Lionel Barnett, Esq.  
9100 So. Dadeland Blvd. #404  
Miami, Florida 33156  
Florida Bar #122317  
(305) 870-7887

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V. PURPOSE

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The general purpose for which the corporation is organized shall include any and all business for which corporation may be incorporated under F.S. Section 607, which are lawful under the laws of the State of Florida or the United States of American.

VX. INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors 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 (1).

The name and address of the initial directors of this corporation is:

Jacinto L. Ayala- President/Director  
1880 NW 97th Avenue  
Fort Lauderdale, Florida 33322

Luis M. Sanchez-V. President/Director  
9805 SW 83rd Street  
Miami, Florida 33173

Lionel Barnet, Esquire- Secty./Treasurer/Director  
9100 South Dadeland Boulevard # 404  
Miami, Florida 33156

VXI. INCORPORATOR

The name and address of the Incorporator signing these

Articles of Incorporation is:

Lionel Barnet, Esquire  
9100 South Dadeland Boulevard # 404  
Miami, Florida 33156

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**VIII. BYLAW AMENDMENT** H97000001510

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders

**IX. INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

**X. INFORMAL ACTION OF DIRECTORS**

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI. 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.

**XII. NON-RESIDENT DIRECTORS**

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

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**XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

**XIV. PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**XV. 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 as provided by law, but regular meetings of the Board of Directors

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must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

Barry Resler  
WITNESS

Lionel Barnett  
LIONEL BARNET, ESQUIRE

STATE OF FLORIDA }  
COUNTY OF DADE } SS:

BEFORE ME, the undersigned authority, personally appeared LIONEL BARNET, well known to me and is the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of January, 1997.



Barry Resler  
NOTARY PUBLIC

CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS ON PERSONS WHOSE RESIDENCE OR PLACE OF BUSINESS OR DOMICILE IS IN THIS STATE: NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:


First - That EGAR HOLDINGS <sup>Limited, INC.</sup> desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named as its agent to accept service within this state, LAW OFFICES OF LIONEL BARNET located at 9100 So. Dadeland Boulevard # 404, MIAMI, FLORIDA 33156

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**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
LIONEL BARNETT, Resident Agent

FILED  
97 JUN 30 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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