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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: PHARAOH CORP.

AUDIT NUMBER.....H97000007169

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

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
PHARAOH CORP.**

FILED  
97 MAY -1 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is PHARAOH CORP.

**ARTICLE II**

**DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall be upon filing of these Articles of Incorporation by the Department of State.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

Prepared by:  
Oscar J. Vila, III (Fla. Bar #899976)  
Vila & Padron, P.A.  
338 Minerva Ave.  
Coral Gables, FL 33134  
(305) 461-4888

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 7835 N.W. 15th Street, Miami, Florida 33126, and the name of the initial registered agent of this corporation at that address is Marcelo E. Zanardi.

ARTICLE VI

PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be: 7835 N.W. 15th Street, Miami, Florida 33126.

ARTICLE VII

The names and street addresses of the initial Officers and Directors, who shall hold office the first day of the corporation's existence until their successors are elected are:

President:	Marcelo E. Zanardi
	7835 N.W. 15th Street
	Miami, Florida 33126

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is Marcelo E. Zanardi, 7835 N.W. 15th Street, Miami, Florida 33126.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30 day of April, 1997.

H97000007169

  
Marcelo E. Zanardi, Incorporator

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**CERTIFICATE OF REGISTERED AGENT  
OF  
PHARAOH CORP.**

Pursuant to Section 607.0501 and 607.0505 of the Florida Statutes, the following is submitted, in compliance therewith:

That PHARAOH CORP., desiring to organize under the laws of the State of Florida, has named Marcelo E. Zanardi, 7835 N.W. 15th Street, Miami, Dade County, Florida 33126, agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, including the obligations provided in Florida Statutes Section 607.0505.

Dated this 30 day of April, 1997.

By.

  
 \_\_\_\_\_  
 Marcelo E. Zanardi

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