

P97000042689

Zambezi Corporation  
c/o A & T Accounting and Tax Service, Inc.  
7098 Bonita Drive  
Miami Beach, Florida 33141  
(305) 868-3363

May 7, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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05/12/97-01077-019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Zambezi Corporation

To Whom It May Concern,

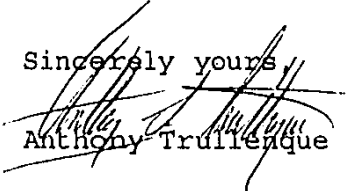
Please be advised that the enclosed Articles of Incorporation and the Designation of Resident Agent should be filed. The filing fee is herein enclosed.

Please file same and forward the Certificate of Incorporation to the following address:

Zambezi Corporation  
c/o A & T Accounting and Tax Service, Inc.  
7098 Bonita Drive  
Miami Beach, Florida 33141

Thank you for your time and cooperation and we look forward to your immediate response. Should you have any questions regarding same, please do not hesitate to contact me at the above styled address.

Sincerely yours,

  
Anthony Trullienque

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

97 MAY 12 AM 11:03

FILED

enc 5/14/97

ARTICLES OF INCORPORATION  
OF  
ZAMBEZI CORPORATION

FILED  
97 MAY 12 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE  
NAME

The name of the corporation is:

ZAMBEZI CORPORATION

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE  
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any

and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses and/or activities:

1.) To engage in the Bakery Business and the wholesale and retail sales of any and all merchandise, food products and related services to said industry, including but not limited to the production of food products and distribution thereof;

2.) To engage in the Restaurant Business and all other activities related to the restaurant industry;

3.) To engage in the business of importing and Exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;

4.) To engage in the travel business and develop a business in the field of tourism which includes but is not limited to tourist guide services, travel services and any and all activities arising from and in connection with tourism;

5.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;

6.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and

generally to take, lease, purchase, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

7.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;

8.) And may carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;

9.) And engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.

ARTICLE FOUR  
CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be one hundred thousand (100,000) shares. Each share representing 1/100,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE  
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

JOSE AMERICO PEREIRA  
7501 EAST TREASURE DRIVE  
UNIT # 8S  
NORTH BAY VILLAGE, FLORIDA 33141

The corporate address and/or corporate headquarters shall be located at:

7501 EAST TREASURE DRIVE  
UNIT # 8S  
NORTH BAY VILLAGE, FLORIDA 33141

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially and upon the first meeting of the Incorporators, shall duly elect the first Board of Directors which shall consist of a maximum of seven (7) Directors. The name and address of the initial director until the formal election of the Board of Directors at the first meeting of the Incorporators shall be:

JOSE AMERICO PEREIRA  
7501 EAST TREASURE DRIVE  
UNIT # 8S  
NORTH BAY VILLAGE, FLORIDA 33141

ARTICLE SEVEN  
INCORPORATORS

The initial incorporator(s) are as follows:

JOSE AMERICO PEREIRA  
7501 EAST TREASURE DRIVE  
UNIT # 8S  
NORTH BAY VILLAGE, FLORIDA 33141


ARTICLE EIGHT  
BY-LAWS

The initial By-laws of this corporation shall be adopted by the directors and shall be altered, amended or repealed from time to time by the Board of Directors.

ARTICLE NINE  
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 7<sup>th</sup> day of May, nineteen hundred and ninety-seven (1997).

  
\_\_\_\_\_  
JOSE AMERICO PEREIRA  
7501 EAST TREASURE DRIVE  
UNIT # 8S  
NORTH BAY VILLAGE, FLORIDA 33141

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE       )     S.S.

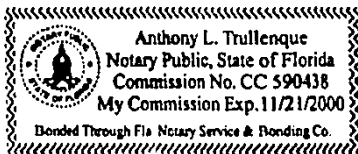
BEFORE ME, a Notary Public authorized to take  
acknowledgments in the State of Florida, County of Dade,  
and City of Miami Beach, personally appeared :


JOSE AMERICO PEREIRA

and known to me and known by me to be the persons who  
executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and  
affixed my official seal, in the State and County aforesaid,  
this 7<sup>th</sup> day of May, nineteen hundred and ninety-seven  
(1997).

My commission expires:



  
\_\_\_\_\_  
Notary Public, State of Florida

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted  
in compliance with said Statutes:

Zambezi Corporation  
FIRST--That \_\_\_\_\_  
is qualified to do business under the laws of the State of  
Florida with its principal office at 7501 East Treasure  
Drive, North Bay Village, Florida 33141, County of Dade,  
State of Florida, and has appointed JOSE AMERICO PEREIRA  
located at 7501 East Treasure Drive, City of North Bay  
Village, County of Dade, State of Florida, 33141, as its  
agent to accept Service of Process within this State.  
ACKNOWLEDGMENT (must be signed by Designated Agent)

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

BY: 

Jose Americo Pereira  
Registered Agent

FILED  
97 MAY 12 AM 11:04  
TALLAHASSEE, FLORIDA