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July 24, 1997

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: ZORBA MARKETING, INC.

500002252145--9  
-07/30/97--01040--013  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

I enclose herewith the original and one copy of the Articles of Incorporation with referenced to the above-referenced proposed corporation, to wit: ZORBA MARKETING, INC. Accordingly, please file this corporation and return one conformed copy of the Articles of Incorporation to my office in the envelope provided. I enclose my client's check for \$122.50 which represents the filing fees incurred herein.

Should you have any questions in this matter, please do not hesitate to contact my office.

Sincerely,

  
R. BRUCE CRANMER

RBC/mab

Enclosures

AUG 1

BSB

FILED  
97 JUL 30 AM 8:57  
STATE  
TALLAHASSEE, FLORIDA

FILED

97 JUL 30 AM 8: 57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ZORBA MARKETING, INC.

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:

ZORBA MARKETING, INC.

The corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4451 N. W. 16th Street, K109, Fort Lauderdale, Florida 33313

ARTICLE III - CAPITAL STOCK

The numbers of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial Registered Agent at the initial Registered Office are: JOAQUIN A. GHOGHOS, 4451 N. W. 16th Street, K109, Fort Lauderdale, Florida 33313

ARTICLE V - INCORPORATOR AND ADDRESS

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are): JOAQUIN A. GHOGHOS, 4451 N. W. 16th Street, Fort Lauderdale, Florida 33313

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
JOAQUIN A. GHOGHOS	4451 N. W. 16th St., K109 Fort Lauderdale, FL 33313

ARTICLE VIII - INDEMNIFICATION

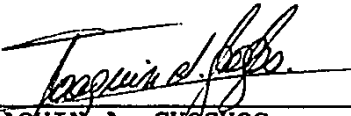
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any

Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 25<sup>th</sup> day of July, 1997.

  
\_\_\_\_\_  
JOAQUIN A. GHOGHOS

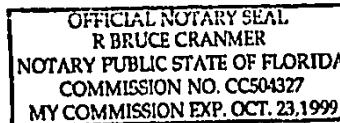
STATE OF FLORIDA )  
COUNTY OF BROWARD )

I HEREBY CERTIFY that on this day in the above-named State and County, before me, an officer duly authorized and acting, personally appeared JOAQUIN A. GHOGHOS to me known to be the individual described in and who executed the foregoing and acknowledged then and there before me that she executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 25 day of July, 1997.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



FILED

97 JUL 30 AM 8:57

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

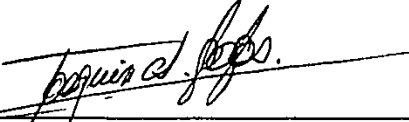
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is:

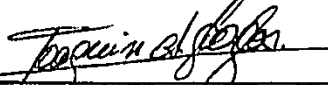
ZORBA MARKETING, INC.

2. The name and address of the Registered Agent and Office

is: JOAQUIN A. GHOGHOS, 4451 N. W. 16th Street, K109, Fort Lauderdale, Florida 33313

  
\_\_\_\_\_  
JOAQUIN A. GHOGHOS

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree 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.

  
\_\_\_\_\_  
JOAQUIN A. GHOGHOS