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Examiner's Initials

ARTICLES OF INCORPORATION

FILED

**OF** 

97 NOV -3 PH 12: 29

ZENTRON, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

#### ARTICLE I

#### <u>NAME</u>

The name of the corporation is: Zentron Inc.

#### ARTICLE II

#### **DURATION**

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

# ARTICLE III

# **PURPOSE**

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

# ARTICLE IV

# CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 8000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

#### **ARTICLE V**

#### **DIVIDENDS**

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the capital stock of the corporation.

#### **ARTICLE VI**

#### PREEMPTIVE RIGHTS

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

#### ARTICLE VII

#### PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at:

16111 S.W. 102nd Avenue Miami, Florida 33157

#### **ARTICLE VIII**

# INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is:

16111 S.W. 102nd Avenue Miami, Florida 33157

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

WOOLTON ANDERSON 16111 S.W. 102nd Avenue Miami, Florida 33157

#### **ARTICLE IX**

#### **INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the by-laws. The names and addressees of the initial directors of this corporation are:

WOOLTON ANDERSON 16111 S.W. 102nd Avenue

Miami, Florida 33157

PAMELA ANDERSON

16111 S. W. 102nd Avenue Miami, Florida 33157 **NEVILLE ANDERSON** 

11821 S.W. 123rd Avenue Miami, Florida 33186

MARILYN ANDERSON

11821 S.W. 123rd Avenue Miami, Florida 33186

#### **ARTICLE X**

# **INCORPORATORS**

The name and addresses of the person signing these Articles are:

WOOLTON ANDERSON 16111 S.W. 102nd Avenue Miami, Florida 33157

NEVILLE ANDERSON 11821 S.W. 123rd Avenue Miami, Florida 33186

PAMELA ANDERSON 16111 S.W. 102nd Avenue Miami, Florida 33157

MARILYN ANDERSON 11821 S.W. 123rd Avenue Miami, Florida 33186

#### **ARTICLE XI**

# **ACTION OF DIRECTORS WITHOUT MEETING**

The directors of this corporation may take action by written consent as provided by law.

## **ARTICLE XII**

# MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XIII

#### **INDEMNIFICATION**

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

#### **ARTICLE XIV**

#### **AMENDMENT**

The corporation reserves this right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

WOOLTON ANDERSON

NEVILLE ANDERSON

PAMELA ANDERSON

MARIL VN ANDERSON

STATE OF FLORIDA }
SS
COUNTY OF DADE }

Before me, the undersign authority, personally appeared, WOOLTON ANDERSON, NEVILLE ANDERSON, PAMELA ANDERSON and MARILYN ANDERSON to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and seal this 28 day of October, 1997

NOTARY PUBLIC, STATE OF FLORIDA

Print Name:

My Commission Expires:

OFFICIAL NOTARY SEAL DEBRA ANN BELLAMY NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC651177 MY COMMISSION EXP. MAY 28,2001

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## OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE TALLAHASSEE, FLORIDA

In compliance with secction 48.091, FLORIDA STATUTES, the following is submitted That **ZENTRON**, **INC**. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named **WOOLTON ANDERSON**, located at 16111 S.W. 102 Avenue, Miami, Florida, 33157, as its agent to accept service of process within Florida.

WOOLTON ANDERSON

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 I futher agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 28 day of October 1997.

WOOLTON ANDERSON