

P97 000 107370

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

400002364334-5  
12/05/97 01078-020  
\*\*\*122.50 \*\*\*122.50

SUBJECT: Zam, Inc.  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE

11-27-97

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC -5 AM 9:23

FILED

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Manocher Rastgou  
Name (Printed or typed)

675 Ives Dairy Rd. suite 217  
Address

N.Miami, Fl 33179  
City, State & Zip

(305) 654-1509

Daytime Telephone number

Mr Rastgou GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT None & P.O.  
DATE 12-22-97

DO NOT EXAM

NOTE: Please provide the original and one copy of the articles.

W 97-27453  
502



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 9, 1997

MANOCHER RASTGOU  
675 IVES DAIRY ROAD STE 217  
NO MIAMI, FL 33179

SUBJECT: ZAM, INC.  
Ref. Number: W97000027453

FILED  
97 DEC -5 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for ZAM, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 597A00057964

ARTICLES OF INCORPORATION

OF

ZAM TRADE, INC.

FILED  
97 DEC -5 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporation (s) for the purpose of forming a corporation under the State of Florida General Corporation Act, hereby adopt(s) following Articles of Incorporation.

EFFECTIVE DATE  
11-27-97

ARTICLE 1- NAME

The name of this Corporation shall be: ZAM TRADE, INC.

ARTICLE-2 PURPOSE OF BUSINESS

This corporation may engage in any activity or business permitted under the Laws of United States and State of Florida, or any other State, County, Territory or Nation.

ARTICLE 3- CAPITAL STOCK

This Corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated as "Common Stock". All of said stock shall be payable in cash, property (real or personal) or labor or services in the lieu there of at a just valuation to be fixed by the Board of Directors.

ARTICLE 4- VOTING RIGHTS

Except as otherwise provided by the Law, the entire voting power for election of directors and for all purposes shall be vested exclusively in the holder of the outstanding Common Shares.

ARTICLE 5- TERM

This Corporation shall Commence on November 27, 1997,, it is to exist perpetually.

## **ARTICLE 6 -OFFICERS DIRECTORS**

The name (a) and street address(es) of initial officer (s), if any, who shall hold office the first year of the Corporation's existence or until successor(s) is(are) elected, is(are):

**MANOCHER RASTGOU; 675 Ives Dairy Rd Suite 217  
N.Miami Beach, FL, 33179**

**Prepared by: Manocher Rastgou  
675 Ives Dairy Rd 217 N.Miami Beach, FL 33179  
(305)654-1509**

## **ARTICLE 7- PREEMPTIVE RIGHT**

Every shareholder, upon the sale for cash of any new stock of this corporation of same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof ( as nearly as may be done without issuance of fractional shares ) at the price at which it offered to others.

## **ARTICLE 8 - SHAREHOLDERS**

No shareholder of this Corporation may sell or transfer his or her shares of stock therein, except to another individual who is eligible to be a shareholder hereunder. No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

## **ARTICLE 9 - ADDITIONAL CORPORATION POWERS**

In furtherance hereof and not in limitation of the general powers conferred by the laws of the State of Florida, and pursuant to the purposes and objectives herein above stated. This Corporation shall have all singular the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or Corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue.

**B. To purchase and acquire any or all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose off his shares, or any all of its shares owned and held by a shareholder who dies; provided , however, that the capital of the Corporation shall not be impaired thereby.**

**C. To enter into, the benefit of its employees, one or more of the following:**

**(1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and saving plan, (5) a restricted stock option plan, (6) any other retirement or incentive compensation plan.**

#### **ARTICLE 10 - AMENDMENT**

**The Corporation reserves the right to amend these Articles of incorporation in the manner provide by the law. Every amendment shall be reviewed and approved by the Board of Directors, proposed by them to shareholder, and approved at shareholders meeting by majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of incorporation be made.**

#### **ARTICLE 11 - INDEMNIFICATION**

**The Corporation shall indemnify any officer or director or any former officer or director, to the fullest extend permitted by law either now existing or here after enacted.**

**The private property of the stockholders shall not be subject to the payment of the Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.**

**ARTICLES 12 - INCORPORATOR(S)**

**The name(s) and address(es) of the incorporation is (are):**

**Manocher Rastgou 675 Ives Dairy Rd suite 217 N. Miami Beach, FL 33179**

**The undersigned incorporator(s) executed these Articles of incorporation  
this 27 Day of November, 1997.**

**Signature(s) of Incorporator(s)**

Manocher Rastgou

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**CERTIFICATION OF DESIGNATION**

**REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provision of sections 607.0501, Florida Statutes, the under signed 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: ZAM TRADE, INC.
2. The name and address of the registered agent and office:  
and principal office.  
Manocher Rastgou  
675 Ives Dairy Rd suite 217  
N. Miami Beach, FL 33179

Signature Manocher Rastgou

Title President

Date 27 November 1997

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 provision of all statutes relating to the proper and complete performance of any duties, I am familiar with and accept the obligations of my position as registered agent.

Signature Manocher Rastgou

Date 27 November, 1997

FILED  
97 DEC -5 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA