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98 MAR 27 PM 12:05

TRANSMITTAL LETTER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

600002471416--8
-03/27/98--01113--011
*****78.75 *****78.75

SUBJECT:

HE & ZA INC.

(Proposed corporate name - must include suffix)

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

FROM:

JUNIOR ACEVEDO
ACCOUNTING & TAX CONSULTANT
195 JALAPA DR.
KISSIMMEE FL. 34743
(407) 348-4159

Junior GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA office/statute #/prin.
cop name 866
DATE _____
DOC. EXAM _____

WAF 7035
P. Hall MAR 31 1998

**ARTICLES OF INCORPORATION
OF
HE & ZA INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation is an natural person competent to contract and hereby form for profit Corporation under Section 607 of the Florida Statutes.

ARTICLE 1 - NAME

The Name of the Corporation is HE & ZA INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The Address of the principal office of this Corporation is P.O. BOX 850 Loughman FL. 33858 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The Name and Street Address of the incorporators of this Corporation is:

Hesham M. Sabbah
159 Hevenwood CT.
Davenport FL . 33837

ARTICLE 5 - OFFICERS

The Officers of the Corporation shall be:

President :Hesham M. Sabbah
Secretary & Treasurer : Zainab M. Habib

Whose Addresses shall be the same as the principal address of the Corporation.

ARTICLE 6 - DIRECTOR (S)

The Director (s) of the Corporation shall be:

Hesham M. Sabbah
Zainab M. Habib

Whose Addresses shall be the same as the principal Address of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZACION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of ninety dollars (\$90.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director (s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director (s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director (s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLES 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLES 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLES 10 - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLES 11- REGISTERED OFFICE AND REGISTERED AGENT

The Initial Address of principal office of this Corporation is P.O. Box 850 Loughman, Florida 33858. The name and Address of the registered agent of this Corporation is Hesham M. Sabbah 159 Hevenwood Ct., Davenport, FL 33837.

ARTICLES 12- BYLAWS

The Board of Director (s) of the Corporation shall have power, without the assent, or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director (s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


ARTICLES 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLES 14 - AMENDMENT


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this March 26, 1998.


Hesham M. Sabbah, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATE
IN ARTICLES OF INCORPORATION**

Hesham M. Sabbah having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: 
Hesham M. Sabbah, Incorporator

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TALLAHASSEE, FLORIDA