

P98000035206

ZYARA USA  
444 Brickell ave., 51-462  
Miami, FL 33131  
(305) 358-9535

600002490876--0  
-04/16/98--01089--009  
\*\*\*\*122.50 \*\*\*\*122.50

Fl. Dept. of State  
Division of Corporations  
P.o.box 6327  
Tallahassee, FL 32314

Ref: Articles of Incorporation: ZYARA USA Trade Fair, Corp.

Please find enclosed a check in the amount of \$ 122.50 for filing the Articles of  
the above mentioned corp.

M. Tayara

D. BROWN APR 17 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**ZYARA USA Trade Fair, Corp.**

The undersigned Incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.**  
**Name**

The name of this Corporation shall be ZYARA USA Trade Fair, Corp.

**ARTICLE II.**  
**Address of Principal Office**

The address of the Principal Office of the Corporation is

444 Brickell Ave., Suite 51-462  
Miami, Florida 33131

**ARTICLE III.**  
**Nature of Business**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

The purpose of this corporation shall be to import, export, buy, sell, consign and otherwise deal in retail and wholesale business. Contracting, subcontracting, organizing and producing trade fairs.

To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor, or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind;

The purpose of this corporation also includes all and any ownership or operations necessary to lawfully conduct any other lawful business in the State of Florida, the United States and other parts of the world.

**ARTICLE IV.  
Incorporator**

The name and street address of the Incorporator of this Corporation is as follows:

Laila Jandali      444 Brickell Ave., Suite 51-462  
Miami, FL 33131

**ARTICLE V.  
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI.  
Address of Registered Office and Registered Agent**

The street address of the initial registered office of this corporation in the State of Florida shall be as follows:

444 Brickell Ave., Suite 51-462  
Miami, FL 33131

The name of the initial registered agent of the Corporation at the above address shall be as follows:

Laila Jandali

The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE VII.  
Capital Stock**

This Corporation is authorized to issue 1,000 shares of One Dollar par value common stock, which shall be designated "Common Shares"

**ARTICLE VIII.  
Number of Directors**

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws but shall never be less than one (1).

**ARTICLE IX.**  
**Initial Board of Directors**

The names and addresses of the members of the initial Board of Directors of this Corporation are as follows:

Laila Jandali P-VP-S-T-D	444 Brickell Ave. # 51-462, Miami, Fl
Mey Tayara D	444 Brickell Ave. # 51-462, Miami, FL

**ARTICLE X.**  
**By-Laws**

The Shareholders of the Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholder or Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

**ARTICLE XI.**  
**Amendment**

These Articles of Incorporation may be amended by the Corporation in any manner now or hereafter provided for by law.

**ARTICLE XII.**  
**Indemnification**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 13<sup>TH</sup> day of APRIL, 1997. 1998

  
Laila Jandali

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this 13<sup>th</sup> day of APRIL, ~~1997~~<sup>1998</sup>, personally appeared before me, the undersigned authority, Laila Jandali, personally known to me.

  
Notary Public

My Commission Expires:



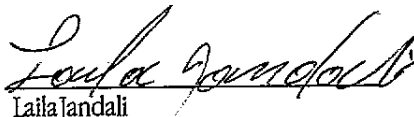
EDUARDO ROSELLO  
My Commission CC526083  
Expires Mar. 18, 2000

*Laila Jandali*

**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**AND REGISTERED OFFICE**  
**FOR**  
**ZYARA USA Trade Fair, Corp.**

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

ZYARA USA Trade Fair, Corp. desiring to organize as a corporation under the laws of the State of Florida, has designated 444 Brickell Ave., Suite 51-462, Miami, Florida 33131, as its initial Registered Office and has named Laila Jandali located at said address as its initial Registered Agent.

By:   
Laila Jandali  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent for the above stated Corporation, a the designated Registered Office, I hereby accept said appointment, and agree to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

  
Laila Jandali  
Registered Agent