

TRANSMITTAL LETTER

P98000096993

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

700002688197--2
-11/16/98--01081--002
*****78.50 *****78.50

SUBJECT: _____

(Proposed corporate name - must include suffix)

Memo

DATE 11/12/98

FILE NO. _____

Re: ARTICLE OF INCORPORATION OF ZAHRA IMPORT AND EXPORT, INC.

Enclosed please find my check in the amount of \$78.50 along with the original and one copy of the above referenced articles of incorporation. Please send the certificate of incorporation along with a certified copy of the articles to my attention. Thank you.

Legal Counsel

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

WILLIAM R. BARKER
ATTORNEY AT LAW
20 NORTH EOLA DRIVE
ORLANDO, FLORIDA 32801-1695
TEL (407) 422-3223
FAX (407) 872-1341

Form 4560 IMPERIAL PRINTING, Charlotte, NC 28273

City, State & Zip

Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 AM 11:46

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

11-18
WS

ARTICLES OF INCORPORATION
OF
ZAHRA IMPORT AND EXPORT, INC.

FILED
SECRETARY OF CORPORATIONS
98 NOV 16 AM 11:47

ARTICLE I. CORPORATE NAME

The name of this corporation is ZAHRA IMPORT AND EXPORT, INC., and has its principal place of business at 1063 South Hiawassee Road, Apt. 1616, Orlando, Florida.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida and this Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$0.10 per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

MARIO CASOTTO
1063 South Hiawassee Road, Apt. 1616
Orlando, Florida 32835

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or,

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VII. BOARD OF DIRECTORS

The name and address of the initial Director of the corporation is:

MARIO CASOTTO
1063 South Hiawassee Road, Apt. 1616
Orlando, Florida 32835

The person named as the initial Director shall hold this office for the first year or until otherwise replaced by a successor.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

MARIO CASOTTO
1063 South Hiawassee Road, Apt. 1616
Orlando, Florida 32835

ARTICLE IX. AMENDMENT OF ARTICLES

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors and the Shareholders as provided by law; however, the Shareholders shall not have the power to adopt or amend the Bylaws that fixes a greater quorum or voting requirement for Shareholders than is required by law.

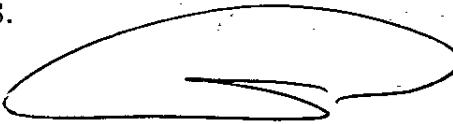
IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on the 10th of November, 1998.

C - MARIO
MARIO CASOTTO
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public, personally appeared MARIO CASOTTO to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he/she subscribed to these Articles of Incorporation. He/She produced FLA DRIV. LIC C230-540-70-4450 as identification and an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 10th day of November 10, 1998.



Notary Public

WILLIAM R. BARKER
Notary Public, State of Florida
My Comm. Expires Nov. 4, 2000
Comm. No. CC 598983

DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Zahra Import and Export, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 1063 South Hiawasee Road, Apt. 1616, Orlando, Florida has named MARIO CASOTTO, located at 1063 South Hiawasee Road, Apt. 1616, Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

C - MARIO
MARIO CASOTTO
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 16 AM 11:47

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of November, 1998, by MARIO CASOTTO, who is personally known to me or has produced FLORIDA LIC as identification and who did not take an oath.

#C230-540-70-445-0


Notary Public

WILLIAM R. BARKER
Notary Public, State of Florida
My Comm. Expires Nov. 4, 2000
Comm. No. CC 598983