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LAW OFFICES  
**BERNSTEIN & BERGER, P.A.**

SUITE 2608 NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33132

JEFFREY A. BERNSTEIN  
DAVID S. BERGER

TELEPHONE (305) 371-4555  
FAX (305) 374-1789

February 15, 1999

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
3-1-99

200002768432--1  
-02/08/99--01171--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: **Mario YERAK**  
**ZAISER DEVELOPMENT CORPORATION**

Enclosed please find the original and one copy of the Articles of Incorporation of **ZAISER DEVELOPMENT CORPORATION** together with a check in the amount of \$122.50. Please file the articles and return a certified copy of the same to this office.

Thank you for your kind assistance.

Very truly yours,



David S. Berger

DSB/dd  
Enclosures: As indicated

FILED  
99 FEB -8 AM 9:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
3-1-99

FILED  
99 FEB -8 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ZAISER DEVELOPMENT CORPORATION

The undersigned, acting as incorporator of a corporation under the provisions of the Florida General Corporation Act, as set forth in Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

Name

The name of the corporation is ZAISER DEVELOPMENT CORPORATION.

ARTICLE II.

Duration

The corporation shall have perpetual existence.

ARTICLE III.

Purpose

This corporation is organized for the purpose of engaging in and transacting any and all lawful business.

**ARTICLE IV.**

**Capital Stock**

This corporation is authorized to issue 100 shares of FIVE DOLLARS (\$5.00) par value common stock.

**ARTICLE V.**

**Initial Registered Office and Agent - Principal Office**

The street address of the initial registered office of this corporation is 100 N. Biscayne Boulevard, Suite 2608, Miami, FL 33132 and the name of the initial registered agent of this corporation at that address is David S. Berger. The initial Principal office shall also be located at 100 N. Biscayne Boulevard, Suite 2608, Miami, FL 33132.

**ARTICLE VI.**

**Directors**

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name, address and corporate title of the initial Director of this corporation is:

Mailing Address

Mario Yerak  
President/Director

1037 Obispo Avenue  
Coral Gables, FL 33134

**ARTICLE VII.**

**Incorporator**

The name and address of the person signing these Articles is:  
David S. Berger, as Incorporator, 100 North Biscayne Blvd., Suite  
2608, Miami, Florida 33132.

**ARTICLE VIII.**

**Powers**

This corporation shall have all of the corporate powers  
enumerated in the Florida General Corporation Act.

**ARTICLE IX.**

**Meetings by Conference Telephone**

Members of the Board of Directors may participate in Meetings  
of the Board of Directors by means of conference telephone as  
provided by law.

**ARTICLE X.**

**Beginning of Corporate Existence**

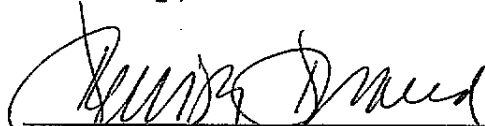
The date when corporate existence shall begin shall be  
March 1, 1999.

  
David S. Berger, Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **David S. Berger**, known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4 day of February, 1999.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
My Commission Expires:



**CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--that, **ZAISER DEVELOPMENT CORPORATION**, is qualified to do business under the laws of the State of Florida with its principal office at Miami, County of Dade, State of Florida, has appointed **DAVID S. BERGER**, 100 N. Biscayne Blvd., Suite 2608, , as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:



David S. Berger  
Registered Agent

**FILED**  
99 FEB -8 AM 9:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA