

P99000062228

TRANSMITTAL LETTER

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

300002923133-6  
-07/06/99-01027-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ZEBRA COMPUTERS INCORPORATED

Enclosed is an original and (1) one copy of the articles of incorporation and a check for :  
\$78.75 (Filing Fee & Certificate)

FROM:

Danay Escanaverino  
Name

4000 SW 53<sup>rd</sup> Street, #8  
Address

Ft. Lauderdale, FL 33314  
City, State & Zip

(954) 316-5816  
Daytime Telephone Number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL -6 PM 1:50

FILED

W-16060

Danay GAVE  
AUTHORIZATION TO PHONE TO  
CONTACT add R.A.  
DATE 7-13-99  
TO EXAM 7c

F. CHESSEB

JUL 13 1999

**ARTICLES OF INCORPORATION  
OF  
ZEBRA COMPUTERS INCORPORATED**

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is ZEBRA COMPUTERS INCORPORATED, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

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

**ARTICLE 3 -PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 4000 SW 53rd Street, Suite #8, Ft. Lauderdale, FL 33314 and the mailing address is the same.

**ARTICLE 4 - INCORPORATORS**

The names and street addresses of the incorporators of this Corporation are Danay Escanaverino, Eugenio Escanaverino, and Phillip Valdes whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Danay Escanaverino
Vice-President:	Eugenio Escanaverino
Vice President:	Phillip Valdes
Secretary:	Eugenio Escanaverino
Treasurer:	Phillip Valdes

whose address shall be the same as the principal office of the Corporation.

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SECRETARY OF STATE

## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Danay Escanaverino  
Eugenio Escanaverino  
Phillip Valdes

whose address shall be the same as the principal office of the Corporation.

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).
- 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 stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors 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 terms or conditions of redemption of the stock.

## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

- 8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S corporation as provided in Sub-Chapter

S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE 9 – SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 – 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.

#### **ARTICLE 11 – TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 12 – REGISTERED OWNER(S)**

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 any notice thereof.

## **ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Corporation is 4000 SW 53rd Street, Suite #8, Ft. Lauderdale, FL 33314. The name and address of the registered agent of this corporation is Danay Escanaverino, 4000 SW 53rd Street, Suite #8, Ft. Lauderdale, FL 33314.

## **ARTICLE 14 – BYLAWS**

The Board of Director(s) of this Corporation shall have power, without the assent or vote of its 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.

## **ARTICLE 15 – EFFECTIVE DATE**

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


## **ARTICLE 16 – AMENDMENT**

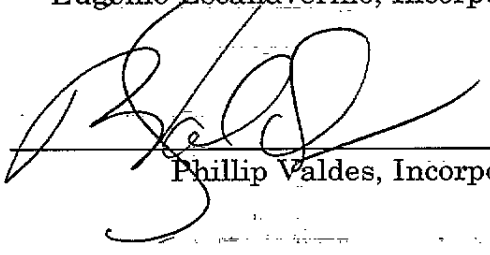
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statutes 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.

The undersigned Incorporator(s) has(have) executed these Articles of  
Incorporation this 1 day of July 1999.

  
Danay Escanaverino, Incorporator

I HEREBY ACCEPT AS REGISTERED AGENT.....

  
Eugenio Escanaverino, Incorporator

  
Phillip Valdes, Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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