

P 99000076412

TRANSMITTAL LETTER

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

000002967170--8  
-08/23/99-01124-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT : Zulay Tours Inc.

Enclosed please find an original and one(1) copy of the articles of incorporation for the above corporation and check in the amount of \$78.75 including Certificate of Status fee of \$8.75

FROM: SAL GANEM  
2124 N.E. 123 ST # 203  
MIAMI, FL 33181  
(305)8991259

FILED  
99 AUG 23 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Additional copy of articles of incorporation is needed when certified copy is requested.

K. Rolfe

AUG 26 1999

# ARTICLES OF INCORPORATION

OF

Zulay Tours Inc.

FILED  
99 AUG 23 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, being of legal age, do hereby associate for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporations..

## ARTICLE I

The name of the corporation shall be:

**Zulay Tours Inc.**

## ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to engage in and of any and all activities or businesses permitted under the laws of the United States and the State of Florida.

## ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 shares @ \$1.00 par value.

## ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved according to law and said corporation's existence shall commence on the date of subscription and acknowledgment of this Certificate of Incorporation and upon the filing of the same by the Secretary of State.

## ARTICLE V

The initial street address of said corporation shall be at

1733 Plunkett St. #1  
Hollywood, FL 33020

with the privilege of having its office and branch offices at other places within or without the State of Florida

## **ARTICLE VI**

The number of directors of this corporation shall not be less than one (1) nor more than seven (7). The corporation shall initially have one ( 1 ) Director.

## **ARTICLE VII**

The corporation shall be managed by a Board of Directors unless the stockholders shall by a majority vote hereafter determine that the corporation shall be managed by the stockholders. If the corporation is managed by Directors, the exact number of Directors shall be determined by the stockholders from time to time, but at no time shall there be less than one (1) director. At no time shall the corporation be managed by the stockholders unless there is at least one(1) stockholder.

## **ARTICLE VIII**

Any restrictions imposed by the corporation on the sale or other disposition of its shares and on the transfer thereof must be noted conspicuously on each certificate representing shares to which the restriction applies.

## **ARTICLE IX**

The names and addresses of the first Board of Directors of this corporation, who shall hold office for the first year or until their successors are elected shall be:

### **NAMES**

### **OFFICERS**

Zulay Yocoima Sifontes  
1733 Plunkett St. #1  
Hollywood, Fl 33020

**PRESIDENT**

Ricardo Ferreira  
1419 S. Federal Hwy  
Hollywood, Fl 33020

**Vice President**

## **ARTICLE X**

These Articles may be amended, when approved by a majority of the Directors and Stockholders.

The corporation shall indemnify directors or officers, or subscribers and their heirs, and assigns , against all expenses, actually and necessarily incurred in connection with the defense or settlement of any claim action, suit or proceeding in which they by reason of being or having been directors or officers , except in relation to matters as to which any such directors or officer shall be adjudged to be liable for gross negligence or willful misconduct in the performance of duty . Such indemnification shall be in addition to any other rights to which the indemnification may be entitled under any law, or by-law, agreement, vote of stockholders , or otherwise.

The private property of the Stockholders shall not be subject to the payment of the corporate debts in any extent whatever.

## ARTICLE XI

The Registered Agent to accept service of process within this State for said corporation shall be: Zulay Yocoima Sifontes Address 1733 Plunkett St. #1  
Hollywood, Fl 33020

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

  
SIGNATURE

PRESIDENT  
TITLE

8/18/99  
DATE

IN WITNESS WHEREOF, we, the undersigned, being the original subscribers to the capital stock hereinabove named and the Incorporators, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares hereinabove set forth, and hereunto set our hands and seals this 18 day of AUG 1999

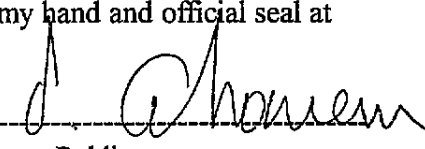
  
SIGNATURE

8/18/99  
DATE

STATE OF FLORIDA COUNTY: DADE

Before me the undersigned authority personally appeared Zulay Yocoima Sifontes known by me to be the individual described in, and who executed the foregoing Certificate of Incorporation, and who has acknowledged before me that they executed the same for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Miami, Dade County, Florida, this 18 day of AUG 1999  
My Commission Expires

  
Notary Public

