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### FLORIDA NON-PROFIT CORPORATION

ZAP, Inc.

Certificate of Status	0
Certified Copy	1
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February 5, 2003

AKERMAN BENTERFITT & EDISON

SUBJECT: ZAP, INC. REF: W03000003338

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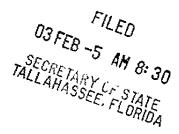
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Loria Poole Corporate Specialist New Filings Section FAX Aud. #: H03000041991 Letter Number: 903A00007646



# ARTICLES OF INCORPORATION OF ZUMA ART COMPANY

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

#### ARTICLE I Name

The name of this Corporation shall be ZUMA ART COMPANY.

### ARTICLE II Principal Office

The initial principal place of business shall be located at 618 Tropical Breeze Way, Tampa, Florida 33602.

### ARTICLE III Purpose

The purposes for which this Corporation is organized are exclusively charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit.

#### ARTICLE IV Powers

The corporation shall have all of the general powers granted to a Not For Profit Corporation as set forth in Florida Statutes, Section 617.0302 and 617.0303. The corporation shall have the right to exercise such powers as are now or hereafter may be conferred by law upon a corporation organized for the purposes set forth herein or incidental to the powers so conferred, or conducive to the furtherance thereof, provided however:

- A. The corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in Article III and no part of the ner earnings of the corporation shall inure to the benefit of any private shareholder or individual.
- B. The corporation shall have no power to engage directly or indirectly in any activity which would invalidate its status as: (a) a corporation organized under Section 501(c)(3) of the Tax Code, exempt from taxation under Section 501(a) of the Tax Code; or (b) a

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- A. The corporation shall not have the power to engage in any activities which are not in furtherance of its purposes as set forth in Article III and no part of the net earnings of the corporation shall inser to the benefit of any private shareholder or individual.
- B. The corporation shall have no power to engage directly or indirectly in any activity which would invalidate its status as: (a) a corporation organized under Section 501(c)(3) of the Tax Code, exempt from taxation under Section 501(a) of the Tax Code; or (b) a corporation, contributions to which are deductible under Sections 170, 2055 and 2522 of the Tax Code.
- C. The corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office and no substantial part of its activities shall include carrying on propaganda or otherwise attempting to influence legislation.

### ARTICLE V Manner of Election of Directors

The method of election of directors shall be as stated in the Bylaws.

#### ARTICLE VI Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 618 Tropical Bronze Way, Tampa, Florida 33602, and the name of the initial registered agent of this Corporation at that address is Jonathan Montgomery.

### ARTICLE VII

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

Jonathan Montgomery 618 Tropical Breeze Way Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereto set his hand and seal this \_\_\_\_\_ day of February, 2003, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

Jonathan Montgomery

incorporator

## D3 FEB-5 AM 8:30 SECRE LARY OF STATE FOR THE PROPERTY OF STATE FOR TH CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 617.0202, 48.091 and 617.0501, Florida Statutes, the following is submitted:

ZIMA ART COMPANY (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 618 Tropical Breeze Way, Tampa, Florida 33602, has named and designated JONATHAN MONTGOMERY, with its registered office located at 618 Tropical Breeze Way, Tampa, Florida 33602, as its Registered Agent to accept service of process within the State of Florida.

#### ACKNOWLEDGMENT

ZUMA ART COMPANY (the "Company") at the place Having been named as Registered Agent for designated in this Certificate, I hereby agree to set in this capacity; and I am familiar with and accept the obligations of Section 617.0503. Florida Statutes, as the same may apply in the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 472 day of February, 2003.

Registered Agent