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**FLORIDA NON-PROFIT CORPORATION**

**ZAP, Inc.**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

February 5, 2003

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SUBJECT: ZAP, INC.  
REF: W03000003338

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TALLAHASSEE, FLORIDA

**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 net 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

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 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 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 Breeze Way, Tampa, Florida 33602, and the name of the initial registered agent of this Corporation at that address is Jonathan Montgomery.

#### **ARTICLE VII**

##### **Incorporator**

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

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**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:

ZUMA 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  
Having been named as Registered Agent for (the "Company") at the place designated in this Certificate, I hereby agree to act 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 4<sup>th</sup> day of February, 2003.

  
Jonathan Montgomery  
Registered Agent