

P00000033648

January 26, 2000

Department of State  
Division of Corporations  
409 E. Gains St.  
Tallahassee, FL 32399

SUBJECT: Zia Agency, Inc.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above mentioned corporation. We desire the additional copy of the articles to be date stamped and returned to us. Accordingly, the amount of \$ 70.00 is enclosed for the following fees:

Corporate fees	\$35.00
Registered Agent	
Designation Fee	<u>35.00</u>
	\$70.00

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-01/28/00--01074--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*C. Deitz*

FROM: C. Deitz, Director  
1503 Winter Green Blvd., Winter Park, FL 32792

enclosures: Original Set of Articles  
One Copy of Articles  
Money Order

EFFECTIVE DATE

1-26-00

FILED  
00 JAN 28 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
4-3-00  
5



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 2, 2000

C. DIETZ  
1503 WINTER GREEN BLVD  
WINTER PARK, FL 32792

SUBJECT: ZIA AGENCY, INC.  
Ref. Number: W00000002930

We have received your document for ZIA AGENCY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten  
Document Specialist

Letter Number: 200A00004941

**ARTICLES OF INCORPORATION  
OF  
Zia Agency, Inc.**

EFFECTIVE DATE  
1-26-00

The undersigned incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the FLORIDA BUSINESS CORPORATION ACT, hereby adopt the following Articles of Incorporation.

**ARTICLE I-Name**

The name of the corporation shall be: Zia Agency, Inc.

**ARTICLE II - Principal Office**

1503 Winter Green Blvd., Winter Park, FL 32792

**ARTICLE III - Capital Stock**

A. The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7500 shares of common stock having a par value of no par value per share.

B. The stockholders shall be the sole judges of the value of any property, right, or thing acquired in exchange for shares of stock and their judgment of such value shall be conclusive.

**ARTICLE IV - Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is 1503 Winter Green Blvd., Winter Park, FL 32792 and the name of the initial registered agent of this corporation at that address is C. Deitz.

**ARTICLE V - Incorporator**

The name and street address of the incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
C. Deitz	1503 Winter Green Blvd., Winter Park, FL 32792

**ARTICLE VI - Business and Activities**

This corporation may, and is authorized to, engage in any of the following activities:

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**A. OWN AND TRANSFER REAL AND PERSONAL PROPERTY:** Purchase, receive, own, hold, improve, and use real or personal property, or any interest in real or personal property wherever situated, and sell, convey, lease, exchange, transfer, mortgage, or pledge, any of Corporation's real property and other assets, or any interest in Corporation's real property and other assets.

**B. ENGAGE IN REAL ESTATE BUSINESS:** Engage generally in the real estate business as principal, agent, broker, or any other lawful capacity, and generally take, lease, purchase, or otherwise acquire, and own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and handle, manage, operate, deal in and dispose real property of any nature together with the improvements on and any interest or right in the real property; take, pledge, mortgage, and deal in and dispose of, as principal, agent, trustee, broker, or in any other lawful capacity, such personal property, chattels, chattels real, rights, easements, privileges, chooses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of; and acquire, purchase, sell, assign, transfer, dispose of, and generally deal in and with, as principal, agent, trustee, broker, or in any other lawful capacity, mortgages and other interests in real, personal, and mixed properties; carry on a general construction, contracting, building, and realty management business as principal, agent, trustee, representative, contractor, subcontractor, or in any other lawful capacity.

**C. ACQUIRE GOING BUSINESSES:** Acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the State of Florida; pay for the same in cash, property or corporation's own or other securities; hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, assume or guaranty performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

**D. ENGAGE IN MERCANTILE AND MANUFACTURING BUSINESSES:** Engage in a general mercantile, industrial, investing, and trading business; devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as special or general agent, representative, broker, trustee, factor, merchant, distributor, jobber, advisor, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

**E. OWN AND DEAL IN PATENTS AND COPYRIGHTS:** Apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, grant licenses and immunities in respect of, manufacture under and introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to (a) inventions, devices, formulae, processes and any improvements and modifications thereof; (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade names, trade symbols and other indications or origin and ownership granted by or recognized under the laws of the United States of America, the District of Columbia, any state or subdivision thereof, and any commonwealth, territory, agency or instrumentality of the United States of America and of any foreign country, and all rights connected therewith or appertaining thereto; (c) franchises, licenses, grants and concessions.

**F. OWN AND DEAL IN SECURITIES:** Guarantee, purchase, take, receive, subscribe for, and otherwise acquire, own, hold, use, sell, lease, exchange, transfer, and otherwise dispose of securities (which term includes any shares of stock, bonds, debentures, notes, mortgages, other obligations, and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or interests therein or in any property or assets) of any persons, domestic and foreign firms, associations, and corporations, and by any government or agency or instrumentality thereof; make payment thereof in any lawful manner; and, while owner of any securities, exercise any and all rights, powers and privileges in respect thereof, including the right to vote.

**G. BORROW MONEY AND ISSUE INSTRUMENTS OF INDEBTEDNESS:** Borrow money without limit as to amount and at such rates of interest as Corporation may determine; from time to time issue and sell Corporation's notes, bonds, debentures, and other obligations, in amounts, on terms and conditions, for purposes and for prices, now or hereafter permitted by the laws of the State of Florida and by this certificate of incorporation, as the Board of Directors of Corporation may determine; and to secure any of its obligations by mortgage, pledge, or other encumbrance of all or any of its property, franchises and income.

**H. ORGANIZE OR MANAGE LIMITED LIABILITY COMPANIES OR TRUSTS:** To act as trustee or to organize, as a limited liability company, trust or other required entity in which the Grantor or Settlor delivers ownership of property to a second party, or the trustee purchases property for the benefit of one or more individuals or entities for the purpose of investing, holding or controlling the property and applying the income for the benefit of a party or parties, or cause to be organized under the laws of the State of Florida or of any other State of the United States of America, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States of America, or of any foreign country, a limited liability company or a trust for purposes of conducting and promoting any business, investment or purpose for which limited liability companies, trusts or other required entity may be organized, and to act as trustee or fiduciary for any trust

whether domestic or foreign and to dissolve, wind up, liquidate, merge or consolidate any such limited liability company or trust or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

**I. MAKE CONTRACTS OF GUARANTY AND SURETYSHIP:** Make contracts of guaranty and suretyship of all kinds and indorse or guarantee the payment of principal, interest or dividends upon, and guaranty the performance of sinking fund or other obligations of, any securities, and guaranty in any way permitted by law the performance of any of the contracts or other undertakings in which Corporation may otherwise be or become interested, of any persons, firm, association, trust, corporation, government or agency or instrumentality thereof, or of any other combination, organization or entity.

**J. ISSUE NEGOTIABLE INSTRUMENTS:** Draw, make, accept, indorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidence of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

**K. CONDUCT BUSINESS ANYWHERE IN WORLD:** Promote and exercise all or any part of the Corporation's purposes and powers in any and all parts of the world, and conduct Corporation's business in all or any of its branches as principal, agent, trustee, broker, factor, contractor, and in any other lawful capacity, either alone or through or in conjunction with any corporations, associations, partnerships, firms, trusts, syndicates, individuals, organizations, and other entities in any part of the world, and, in conducting Corporation's business and promoting any of its purposes, maintain offices, branches and agencies in any part of the world, make and perform any contracts and do any acts and things, and carry on any business, and exercise any powers and privileges suitable, convenient, or proper for the conduct, promotion, and attainment of any of the business and purposes herein specified or which at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any of such business and purposes and which might be engaged in or carried on by a corporation incorporated or organized under the laws of the State of Florida and have and exercise all of the powers conferred by the laws of the State of Florida upon corporations incorporated or organized under the laws of that state.

**L. ENUMERATION OF PURPOSES AND POWERS NOT LIMITING:** The provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of Corporation, and the purposes and powers specified, except when otherwise provided in this Article, shall not be limited or restricted by reference to, or interference from, the terms of any provision of this or any other Article of this certificate of incorporation; provided that Corporation shall not conduct any business, promote any purpose, or exercise any power or privilege within or without the

State of Florida which, under its laws, Corporation may not lawfully conduct, promote, or exercise.

**M. PARTICIPATE IN OTHER BUSINESS ENTITIES:** Promote or manage other corporations of any type or kind; and participate with others in any corporation, trust, partnership, limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking or arrangement which Corporation would have power to conduct by itself, whether or not such participation involves sharing or delegating control with or to others.

**N. DEAL IN OWN SECURITIES:** Purchase, receive, take, reacquire or otherwise acquire, own and hold, sell, lend, exchange, reissue, transfer or otherwise dispose of, pledge, use, cancel, and otherwise deal in and with Corporation's shares and its other securities from time to time to the extent, in the manner and upon terms determined by the Board of Directors; provided that Corporation shall not use its funds or property for the purchase of its own shares of capital stock when its capital is impaired or when the purchase would cause any impairment of Corporation's capital, except to the extent permitted by law.

**O. ORGANIZE SUBSIDIARY CORPORATIONS:** Organize, as an incorporation, or cause to be organized under the laws of the State of Florida or of any other State of the United States of America, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States of America, or of any foreign country, a corporation or corporations for the purpose of conducting and promoting any business or purpose for which corporations may be organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

**P. LEND MONEY:** Lend money in furtherance of Corporation's purposes and invest and reinvest Corporation's funds from time to time to such extent, to such persons, firms, associations, corporations, governments or agencies or instrumentalities thereof, and on such terms and on such security, if any, as the Board of Directors of Corporation may determine.

#### **ARTICLE VII - Term of Existence**

The effective date upon which this corporation shall come into existence is January 26, 2000 and it shall exist perpetually thereafter unless dissolved according to law.

#### **ARTICLE VIII - Initial Director and Organizational Meeting**

A. Initially, this corporation shall have ONE director, C. Deitz whose address is 1503 Winter Green Blvd., Winter Park, FL 32792, who shall hold the organization meeting of this corporation.

B. Nothing in these articles shall be construed to preclude any stockholder from serving the corporation in any other capacity or receiving compensation therefor.

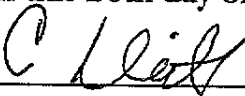
ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

ARTICLE X - Amendment to Articles

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by shareholders and approved at a stockholder's meeting by holders of majority of the stock issued and entitled to be voted, unless all the stockholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

The undersigned has executed these Articles of Incorporation this 26th day of January, 2000.

  
\_\_\_\_\_  
C. Deitz/Incorporator



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Zia Agency, Inc.

2. The name and address of the registered agent and office is:

C. Deitz  
1503 Winter Green Blvd.,  
Winter Park, FL 32792

We make the above designation effective January 26, 2000.

Zia Agency, Inc.

BY: C. Deitz  
C. Deitz/INCORPORATOR

FILED  
00 JAN 28 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ACCEPTANCE OF DUTY FOR PROCESS**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

C. Deitz  
C. Deitz, Registered Agent

DATE: January 26, 2000