

July 16, 2000

TRANSMITTAL LETTER

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

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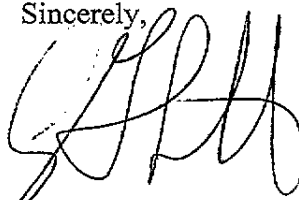
SUBJECT: Articles of Incorporation for Zagers, Brand, Inc.

Enclosed is an original and two (2) copy of the Articles of Incorporation for **Zagers, Brand, Inc.** and a check for \$87.50 to cover costs for the Filing Fees, a Certificate of Status and a Certified Copy. This filing is being made by:

Crispin G. Stout, incorporator
511 Wilbur Street
Brandon, FL 33511
(813) 651-3398

Please send all materials to the incorporator at the address above.

Sincerely,



Crispin G. Stout
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 19 PM 12:07

g 7/24/00

EFFECTIVE DATE

7/12/00

**ARTICLES OF INCORPORATION
OF
ZAGERS BRAND, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 19 PM 12:07

The undersigned person, acting as the incorporator of **ZAGERS BRAND, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

ZAGERS BRAND, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

513 Pinewood Drive
Oldsmar, FL 34677

ARTICLE III. PURPOSE

The corporation may engage in any activity and transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the fifth business day preceding the date these Articles of Incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 10,000 shares of common stock, with each share having a par value of \$1.00 per share and being entitled to one vote per share.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Debra Zagers	513 Pinewood Drive Oldsmar, FL 34677
Pat Zagers	213 Windward Passage Clearwater, FL 33767

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 213 Windward Passage, Clearwater, FL 33767, and the name of the corporation's initial registered agent at the address is Bob Zagers.

ARTICLE VIII. AMENDMENT OF ARTICLES OF INCORPORATION

Any amendment, modification, or other change to the Articles of Incorporation of the corporation shall require the prior unanimous vote or written consent of the shareholders of the corporation.

ARTICLE IX. INCORPORATOR

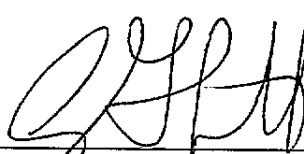
The names and street address of the incorporators is:

Crispin G. Stout
511 Wilbur Street
Brandon, Florida 33511

The incorporators assign to this corporation their rights under Section 607.0201, Florida Statutes, to constitute a corporation, and they assign to those persons designated by the Board of Directors any rights they have as incorporators to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTION DATE:

July 14, 2000



Crispin G. Stout
as incorporator

ZAGERS BRAND, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUL 19 PM 12:08

ACCEPTANCE OF REGISTERED AGENT


Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **ZAGERS BRAND, INC.**, desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 213 Windward Passage, Clearwater, FL 33767, has named Bob Zagers as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for **ZAGERS BRAND, INC.**, at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

EXECUTION DATE:

July 14, 2000


Bob Zagers