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February 6, 2001

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ZELDA'S, INC.

100003661211--6
-02/08/01--01032--001
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find the following items regarding the referenced corporation:

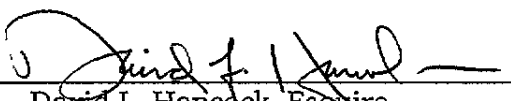
1. The original Articles of Incorporation for Zelda's, Inc. and Designation of Registered Agent.
2. Our Firm check made payable to the Division of Corporations in the amount of \$70.00 for filing the Articles of Incorporation and Designation of Registered Agent.

Please keep the original Articles of Incorporation and Designation of Registered Agent for filing and forward a time stamped copy of the Articles of Incorporation and Designation of Registered Agent to me in the enclosed, self-addressed, stamped envelope.

Should you have any questions or concerns regarding the foregoing, please do not hesitate to contact this office.

Very truly yours,

MOSS, HENDERSON, BLANTON, LANIER,
KRETSCHMER & MURPHY, P.A.

By 
David L. Hancock, Esquire

DLH/jae

Enclosures: As stated.

FILED
01 FEB -7 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 8 2001

ARTICLES OF INCORPORATION

OF

Zelda's, Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **Zelda's, Inc.**, hereinafter referred to as the "Corporation."

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

The Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

The Corporation has the authority to issue five thousand (5,000) shares of common stock with a par value as may be established by the Board of Directors of the Corporation. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The Corporation shall have a perpetual existence.

David L. Hancock, Esq.
Florida Bar No.: 123609
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963
(561) 231-1900

ARTICLE VI

The initial street address and mailing address of the principal office of the Corporation in the State of Florida is 3225 Ocean Drive, Vero Beach, Florida 32963.

ARTICLE VII

The name and street address of the incorporator is:

David L. Hancock, Esq.
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VIII

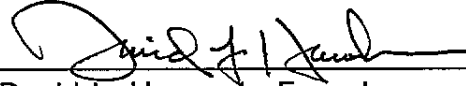
The registered agent and the registered agent's address for service of process within this state shall be:

David L. Hancock, Esq.
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE IX

There shall be such restrictions on the shares of stock of the Corporation as are duly authorized by the Board of Directors of the Corporation consistent with the laws of the State of Florida and the U.S. Internal Revenue Code, as each may be amended from time to time.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 6th day of February, 2001.


David L. Hancock, Esq., Incorporator

David L. Hancock, Esq.
Florida Bar No.:123609
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963
(561) 231-1900

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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: Zelda's, Inc.
2. The name and address of the registered agent and office is:

David L. Hancock, Esq.
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

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.



David L. Hancock, Esq.
Registered Agent
Dated: February 6, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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