

PO1000068475

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32413

SUBJECT: ZIPZ, INC.

000004464410--2  
-07/09/01--01071--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed please find the articles of incorporation for ZIPZ, INC. the original and copy of the articles of incorporation and a check for \$70.00.

FROM:

James Lobel  
1103 NE 4<sup>th</sup> Drive  
Deerfield Beach, Florida 33441  
Daytime Phone: 954.428.2758

FILED  
01 JUL -9 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

James Lobel GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT R-a accep.  
DATE 7-11-01  
DOC. EXAM aj

nc1-15948  
gjy/11

ZIPZ, Inc.  
1103 NE 4<sup>th</sup> Drive  
Deerfield Beach  
FL 33441

**ARTICLES OF INCORPORATION  
OF  
ZIPZ, INC.  
\*\*\*\*\***

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The undersigned, acting as incorporator, pursuant to the provisions of the laws of the state of Florida relating to private corporations, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE. [NAME].** The name of the corporation is:

ZIPZ, INC.

**ARTICLE TWO. [RESIDENT AGENT].** The initial agent for service of process is ZIPZ, Inc. Attn.: James Lobel, 1103 NE 4<sup>th</sup> Drive, Deerfield Beach, FL 33441.

**ARTICLE THREE. [PURPOSES].** The purposes for which the incorporation is organized is to engage in any activity or business not in conflict with the laws of the State of Florida or of the United States of America, and without limiting the generality of the foregoing, specifically:

i. **[OMNIBUS].** To have to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

ii. **[CARRYING ON BUSINESS OUTSIDE STATE].** To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store or other facility.

iii. **[PURPOSES TO BE CONSTRUED AS POWERS].** The purposes specified herein shall be construed both as purposes and powers and shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

**ARTICLE FOUR. [CAPITAL STOCK].** The corporation shall have authority to issue an aggregate of Eighty Million (80,000,000) Common Stock Shares, (\$0.0001) per share par value, Ten Million (10,000,000) Preferred A shares, Ten Million (10,000,000) Preferred B shares, all at a PAR Value of \$0.0001 per share for a total capitalization of Ten Thousand Dollars (10,000.00).

The holders of shares of capital stock of the corporation shall not be entitled to preemptive or preferential rights to subscribe to any unissued stock or any other securities, which the corporation may now or hereafter is authorized to issue.

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The corporation's capital stock may be issued and sold from time to time for such consideration as may be fixed by the Board of Directors, provided that the consideration so fixed is not less than par value.

The stockholders shall not possess cumulative voting rights at all shareholders meetings called for the purpose of electing a Board of Directors.

**ARTICLE FIVE. [DIRECTORS].** A Board of Directors of no more than eight (5) or less than two (2) persons shall govern the affairs of the corporation. The names and addresses of the first Board of Directors are:

NAME	ADDRESS
James Lobel	1103 NE 4 <sup>th</sup> Drive Deerfield Beach Florida, 33441
Santu Rohatgi	5403 Avenue Simone LUTZ FL 33549

**ARTICLE SIX. [ASSESSMENT OF STOCK].** The capital stock of the corporation, after the amount of the subscription price or par value has been paid in, shall not be subject to pay debts of the corporation, and no paid up stock and no stock issued as fully paid up shall ever be assessable or assessed.

**ARTICLE SEVEN. [INCORPORATOR].** The name and address of the incorporator of the incorporation are as follows:

NAME	ADDRESS
James Lobel	1103 NE 4 <sup>th</sup> Drive Deerfield Beach Florida 33441

**ARTICLE EIGHT. [PERIOD OF EXISTENCE].** The period of existence of the incorporation shall be perpetual.

**ARTICLE NINE. [BY-LAWS].** Its Board of Directors shall adopt the initial By-laws of the incorporation. The power to alter, amend, or repeal the By-laws, or to adopt new By-laws, shall be vested in the Board of Directors, except as otherwise may be specifically provided in the By-laws.

**ARTICLE TEN. [STOCKHOLDERS' MEETINGS].** Meeting of stockholders shall be held at such place within or without the State of Florida as may be provided by the By-laws of the corporation. The President or any other executive officer of the corporation, the Board of Directors, or any member may call special meetings of the stockholders thereof, or by the record holder or holders of at least ten percent (10%) of all shares entitled to vote at the meeting. Any action otherwise required to be taken at a meeting of the stockholders, except election of directors, may be taken without a meeting if consent in

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writing, setting forth the action so taken, shall be signed by stockholders having at least a majority of the voting power.

**ARTICLE ELEVEN. [CONTRACTS OF CORPORATION].** No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of such other corporation. Any director of this corporation, individually, or any firm of which such director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of the corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or a majority thereof; and any director of this corporation who is also a director or officer of such other corporations, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

**ARTICLE TWELVE. [LIABILITY OF DIRECTORS AND OFFICERS].** No director or officer shall have any personal liability to the corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except that this Article Twelve shall not eliminate or limit the liability of a director or officer for (1) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature at Deerfield Beech, Florida this 21 day of June 2001.

I accept the duties of registered agent.

In WITNESS WHEREOF, the undersigned incorporator has hereunto affixed his signature at \_\_\_\_\_, Florida this \_\_\_\_\_ day of \_\_\_\_\_, 2001.

Incorporator/Registered Agent

STATE OF FLORIDA

COUNTY OF *Broward*

On the 21 day of June 2001, before me, the undersigned, a Notary PUBLIC in and for the State of Florida, personally appeared James Lobel, known to me to be the person described in and who executed the foregoing instrument, and who acknowledged to me that he executed the same freely and voluntarily for the uses and purposes there mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year above written.

*Michelle Hummins*  
Notary



Michelle C. Hummins  
Commission # 00866395  
Expires Aug. 26, 2003  
Bonded Thru  
Atlantic Bonding Co., Inc.

(Proprietary & Confidential)

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01 JUL -9 AM 8:40  
TALLAHASSEE  
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