

P020000093066

STEVEN H. KANE*
JEFFREY M. KOLTUN**

*L.L.M. in Taxation
Florida Board Certified in
Wills, Estates and Trusts

**Also admitted in Ohio
and Kentucky

KANE AND KOLTUN
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
557 NORTH WYMORE ROAD
SUITE 100
MAITLAND, FLORIDA 32751
E-MAIL: lawoffices@kaneandkoltun.com

TELEPHONE
(407) 661-1177

TELEFAX
(407) 660-6031

August 22, 2002

Department of State
Division of Corporations
Attn: Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

500007337535--9
-08/26/02--01048--005
*****70.00 70.00
JH

Re: ZLS Corporation
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the formation of the above corporation, we have enclosed the following:

1. Two signed originals of the Articles of Incorporation of ZLS Corporation, including the Designation and Acceptance of Registered Agent.
2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

The duplicate copy of the Articles of Incorporation has been subscribed to and acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

Sincerely,
KANE AND KOLTUN
ATTORNEYS AT LAW

Zana Raybon
Paralegal

:ZR
ENCLOSURE
CC: MR. DAVID L. KAHAN

FILED
02 AUG 26 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ZLS CORPORATION**

The undersigned, acting as incorporator hereby forms a corporation for profit pursuant to Chapter 607 of the Florida Statutes and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be **ZLS Corporation**.

FILED
02 AUG 26 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to distribute and market coffee products and to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 2316 Canterclub Trail, Apopka, Florida 32712.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be:

- A. To engage in every phase and aspect of the business of distributing and marketing coffee products and to engage in any profitable venture.
- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property whether or not such property is necessary for the rendering of professional services.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereof, and to do any act necessary or incidental to the protection and benefit of the corporation.
- D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or

director, to the full extent permitted by law.

ARTICLE VII - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 557 North Wymore Road, Suite 100, Maitland, Florida 32751. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Steven H. Kane. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
David L. Kahan	3216 Canterclub Trail Apopka, Florida 32712

ARTICLE IX - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successor are elected or appointed and has qualified, are:

<u>Name</u>	<u>Address</u>
David L. Kahan	2316 Canterclub Trail Apopka, Florida 32712
Haemi Kahan	2316 Canterclub Trail Apopka, Florida 32712

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

ARTICLE X- INITIAL OFFICERS

The name and address of the initial officers of the Corporation, to hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Address</u>
David L. Kahan - President	2316 Canterclub Trail Apopka, Florida 32712
Haemi Kahan - Secretary	2316 Canterclub Trail Apopka, Florida 32712

ARTICLE XI- BYLAWS

The power to adopt, amend or repeal Bylaws for the management of this Corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XIII - DATE OF EXISTENCE

This Corporation shall commence its existence upon the filing of these Articles and shall exist perpetually unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Maitland, Florida this 21st day of AUGUST, 2002.



David L. Kahan

DESIGNATION OF RESIDENT AGENT AND ACCEPTANCE

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: Steven H. Kane
Steven H. Kane

Date: 8/21/02

FILED
02 AUG 26 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA