

Feb. 1 2005 11:05 AM
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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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From:

Account Name : SHEPFIELD & BOATRIGHT, P.A.
Account Number : I20030000090
Phone : (904) 733-7900
Fax Number : (904) 733-5226

ALLAHACSEE FLORIDA
DATE

2005 FEB -1 AM 9:48

FLORIDA PROFIT CORPORATION OR P.A.

STEPHENS SERVICES, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 01 |
| Estimated Charge | \$78.75 |

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

2005 FEB -1 AM 9:48

TALLAHASSEE, FLORIDA

January 31, 2005

SHEFFIELD & BOATRIGHT, P.A.

SUBJECT: STEPHENS SERVICES, INC.
REF: W05000004765

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Name conflict with P03000025980, STEPHEN'S SERVICES, INC.

Registered agent signature must be identical with designated RA name.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

FAX Aud. #: H05000023963
Letter Number: 505A00006588

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

Received Time Jan. 31. 10:44AM

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ARTICLES OF INCORPORATION

OF

ZAS SERVICES, INC.

2005 FEB -1 AM 9:48

STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is **ZAS SERVICES, INC.**

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock.

The shares of stock may be issued for such consideration, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

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ARTICLE V

Principal Office

The principal office and mailing address of the corporation is 34 Oak Street, St. Augustine, Florida 32084.

ARTICLE VI

Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 34 Oak Street, St. Augustine, Florida 32084, and the name of the initial registered agent of this corporation is Zane Stephens.

ARTICLE VII

Directors

Section 7.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors and Officers. The names and street addresses of the members of the first board of directors and officers of the corporation are:

| <u>NAME</u> | <u>STREET ADDRESS</u> |
|------------------------------|------------------------------|
| Zane Stephens | 34 Oak Street |
| Director/President/Secretary | St. Augustine, Florida 32084 |

Section 7.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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ARTICLE VIII

Bylaws

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX

Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

Zane Stephens
34 Oak Street
St. Augustine, Florida 32084

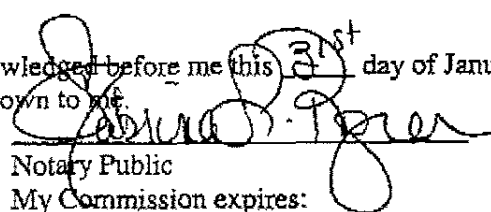
IN WITNESS WHEREOF, the incorporator has executed these Articles the 31st day of January, 2005.



ZANE STEPHENS

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 31st day of January, 2005, by ZANE STEPHENS who is personally known to me.



Notary Public
My Commission expires:



Sabrina L. Roper
My Commission DD106522
Expires July 22, 2006


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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following is submitted:

ZAS SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates ZANE STEPHENS, its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 34 Oak Street, St. Augustine, Florida 32084.



ZANE STEPHENS

Dated: January 31, 2005

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



ZANE STEPHENS

Dated: January 31, 2005

FILED
2005 FEB -1 AM 9:48
CLERK OF DISTRICT COURT
ALLAHBASSIE FLORIDA

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