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Account Number : I20040000117
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

ZARLIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ZARLIES, INC.

The undersigned Incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be: ZARLIES, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this Corporation shall be 2310 West State Street, Tampa, Florida 33609.

ARTICLE III
CAPITAL STOCK

1. Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this Corporation shall be Two Thousand (2,000) shares of common stock, par value \$1.00 per share (the "Common Stock").

2. Payment for Stock. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property, or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. Voting. The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of Directors.

4. Dividends. Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

ARTICLE IV
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Florida Statutes, the Corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on January 2, 2008.

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ARTICLES OF INCORPORATION
for ZARLIES, INC.
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ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this Corporation shall be located at 2310 West State Street, Tampa, Florida 33609, and the initial registered agent of this Corporation at such office shall be Wayne Curtiss. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors of this Corporation shall consist of a number of Directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall consist of two (2) members, who shall hold office until a successor has been duly elected and qualified. The names and street address of the initial Directors are:

<u>Name</u>	<u>Address</u>
Wayne Curtiss	2310 West State Street Tampa, Florida 33609
Rosemary E. Curtiss	2310 West State Street Tampa, Florida 33609

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for ZARLIES, INC.
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ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Wayne Curtiss	2310 West State Street Tampa, Florida 33609

ARTICLE IX
BUSINESS AND PURPOSES

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE X
BYLAWS

The Bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States of America.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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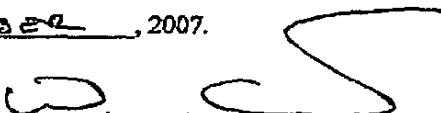
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ARTICLE XII
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

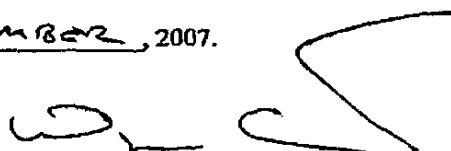
DATED this 17th day of December, 2007.


WAYNE CURTISS

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, WAYNE CURTISS, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 17th day of December, 2007.


WAYNE CURTISS

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