

STEPHEN G. BENEKE, P. A.
ATTORNEY AT LAW

STEPHEN G. BENEKE

December 6, 1994

1904 DREW STREET
CLEARWATER, FLORIDA 34625
442-8169

P950000023

Secretary of State
The Capitol
Tallahassee Florida 32304

Attn: Division of Corporations

IN RE: ~~MARLO, INC.~~ Zapa, Inc.

Dear Sir:

Enclosed please find for filing the original Articles of Incorporation for the above-referenced corporation. Also enclosed please find a check in the amount of \$122.50 for the purpose of filing. Please forward Charter Number at your earliest convenience. We desire a Certified copy and an extra copy is enclosed for you to return certified to our office.

Very truly yours,

[Signature]
Stephen G. Beneke

Encl: (2) Articles of Incorporation
Check for \$122.50 for filing

~~101-502-665, 671~~

FILED
24 DEC 19 94 9:25
TALLAHASSEE, FLORIDA

~~101-502-665, 671~~

T. BROWN JAN - 3 1995

STEPHEN G. BENEKE, P. A.
ATTORNEY AT LAW

STEPHEN G. BENEKE

December 19, 1994

1804 DREW STREET
CLEARWATER, FLORIDA 34625
(813) 442-8169

Secretary of State
The Capitol
Tallahassee, Florida 32304

Attn: Division of Corporations
ZAPA
IN RE: *MARLO*, INC.

Dear Sir:

Enclosed please find for filing the original Articles of Incorporation for the above-referenced corporation. Also enclosed please find a check in the amount of \$122.50 for the purpose of filing. Please forward Charter Number at your earliest convenience. We desire a Certified copy and an extra copy is enclosed for you to return certified to our office.

Very truly yours,


Stephen G. Beneke

Encl: (2) Articles of Incorporation
~~Check for \$122.50 for filing~~

Check already sent per enclosed letter.



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 12, 1994

STEPHEN G. BENEKE, P.A.
1904 DREW STREET
CLEARWATER, FL 34625

SUBJECT: MARLO, INC.
Ref. Number: W94000026362

We have received your document for MARLO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 694A00052591

ARTICLES OF INCORPORATION
OF
ZAPA, INC.

FILED
94 DEC 19 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract, and do hereby subscribe to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation is:

ZAPA, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted shall be:

A. To engage in the business of a restaurant, and in such capacity to offer for sale food of all kinds and discription, and beverages of all kinds and for all purposes, and to deal generally in food and food products.

B. The purchase, sale at wholesale and retail, maintenance, repair, operation and leasing of equipment, merchandise and parts therefor of all kinds and descriptions.

C. To buy, sell, lease, manage, or control any type real property structure, and to deal in property of all kinds and all characters, of every nature whatsoever.

D. The financing of all and any items usually sold, leased or acquired in the operation of the foregoing business enterprise and any services or items necessary or appurtenant thereto.

E. To construct, develop, manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of real or personal property of every nature whatsoever.

F. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

G. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, of commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

H. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any manner whatsoever so far as the same may be permitted in the date of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

I. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

J. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

K. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent the United States or of any foreign country, patents, patent rights,

licenses and privileges, inventions, improvements, and processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

L. To own checking accounts, savings accounts, to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for the property acquired, or for any of the objects of its business; to secure the same by mortgage or mortgages, or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation, now or thereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious.

M. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

N. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, and the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

O. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation and that this Corporation may engage any lawful activity permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100,000 shares of \$.075 par value, nonassessable common stock.

ARTICLE IV. INITIAL CAPITAL

Section 1. The amount of capital with which this Corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

Section 2. Stock may be issued on such terms and conditions as the By-Laws of this Corporation may provide.

Section 3. The capital stock shall be paid for by the subscribers in lawful money of the United States provided, however, that the Board of Directors, at a meeting called for the purpose,

may accept real or personal property, labor or services at a just valuation to be fixed by them in payment for capital stock.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually and is to begin on the date of execution and acknowledgment of these articles.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this Corporation in the State of Florida is 537 DOUGLAS AVENUE, #13 DUNEDIN, FLORIDA, 34698.

The Board of Directors may, from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

Section 1. The business of this Corporation shall be conducted by a President and Secretary / Treasurer, and a Board of Directors to be composed of one (1) Directors initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders. The office of President and Secretary / Treasurer may be held by the same person.

Section 2. The Board of Directors shall be elected by the stockholders of the corporation at their annual meeting and shall hold office and serve until their successors are elected and qualified. The Board of Directors shall meet immediately after the adjournment of each annual meeting of the stockholders and shall, at said meeting, elect officers for the ensuing year, which officers shall serve until their successors are elected and qualified.

ARTICLE VIII. INITIAL DIRECTORS AND OFFICERS

NAME	ADDRESS	OFFICE
MARIO MENNA	537 DOUGLAS AVENUE #13 DUNEDIN, FLORIDA 34698	PRESIDENT SECRETARY/TREASURER

ARTICLE X. SUBSCRIBERS

NAME AND ADDRESS	SHARES	CONSIDERATION
MARIO MENNA 537 DOUGLAS AV. #13 DUNEDIN, FL. 34698	6680	\$501.00

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI. MEETINGS AND RECORDS

Subject to the provisions of Florida Statutes 607, and amendments thereto, stockholders' and directors' meetings may be held at any point or place designated by the stockholders or directors either within or without the State of Florida, and the Corporation may have an office or offices and keep such books of the corporation outside the State of Florida. All records required by law to be kept at the principal office of the corporation in the State Florida shall be so kept.

ARTICLE XII. RESIDENT AGENT

The resident agent for service of process and his address for service is: MARIO MENNA, 537 DOUGLAS AVENUE, #13, DUNEDIN, FLORIDA 34698.

ARTICLE XIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 537 DOUGLAS AVENUE, #13, DUNEDIN, FLORIDA 34698 and the name of the initial registered agent of this Corporation at that address is: MARIO MENNA.

ARTICLE XIV. PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

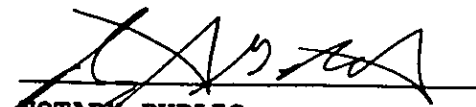

IN WITNESS WHEREOF, the undersigned had made and subscribed these Articles of Incorporation, this 19 day of December, 1994.



**STATE OF FLORIDA
COUNTY OF PINELLAS**

I HEREBY CERTIFY that this day, before me, a Notary Public duly authorized in the State and County named above take acknowledgements personally appeared MARIO MENNA known to me personally and did produce Florida Drivers License as identification, and did subscribe in and execute the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 19 day of December, 1994.


NOTARY PUBLIC
STEPHEN G BENEKE
My Commission CC345861
Expires Jan. 23, 1998
Bonded by HAI
800-422-1888

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091/ FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, ZAPA, INC. desires to organize or qualify under the laws of the State of Florida, with its principal place of business at 537 DOUGLAS AVENUE, #13, DUNEDIN, FLORIDA 34698.



FILED
94 DEC 19 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

DATED December 17, 1994.



STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally came MARIO MENNA, to me known to be the person described in and who executed the foregoing Certificate and acknowledged before me that he executed the same for the purpose therein expressed, and produced Florida Drivers License as identification.

WITNESS my hand and official seal in the County and State aforementioned this the 17 day of December, 1994.


NOTARY PUBLIC

STEPHEN G BENEKE
My Commission CC345861
Expires Jan. 23, 1998
Bonded by HAI
800-422-1555