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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: Z & A OF KEY WEST, INC.
FAX AUDIT NUMBER: H95000002573
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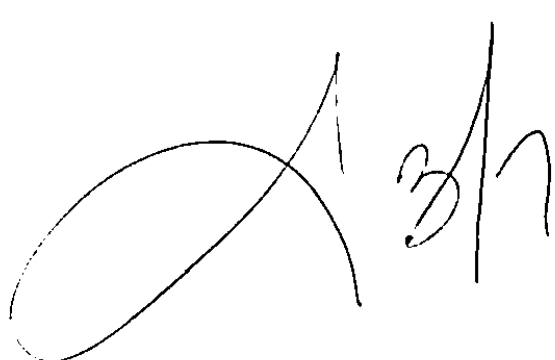
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3-6-95



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95 MAR -7 PM 3:16
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
Z & A OF KEY WEST. INC.

I, the undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation, pursuant to Chapter 607, Florida Statute, as currently and as shall hereafter be in force and effect; and to the extent that the aforementioned provisions of Chapter 607, Florida Statutes, are not in conflict therewith.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE

ARTICLE I
NAME

3-6-95

THE name of this corporation is: Z & A OF KEY WEST. INC.

ARTICLE II
NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock the corporation is authorized to have issued and outstanding at any one time is One Thousand shares of non-assessable common stock having a nominal or par value of One Dollar and No/100 (\$1.00) per share.

PETER P. PARISI, CPA, PA
2832 N.E. 21 Court
Ft. Lauderdale, FL 33305-3618
(305) 565.1188

H 9500000 257 3

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation shall commence business is not less than One Hundred Dollars and No/100 (\$100.00).

ARTICLE V
TERM OF EXISTENCE

The corporation shall exist perpetually.

ARTICLE VI
ADDRESS

The initial street address of the principal office of the corporation in the State of Florida is: 826 Duval Street Key West, Fl 33040 . The corporation, may move its principal office place within and without the state of Florida.

ARTICLE VIII
MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors. Whenever the context requires, the stockholders shall be deemed Directors of the Corporation for purposes of applying Chapter 607, Florida Statutes. Any action required or permitted by Chapter 607, Florida Statutes to be taken by the Directors or the stockholders shall be taken upon a vote of a majority of the issued and outstanding share of which he, she or it's recorded owner.

H 9500000 257 3

H 9500000 257 3

ARTICLE VIII
SUBSCRIBER

The name, street address and number of shares subscribed for by the initial subscribers of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Peter P Parisi	2832 NE 21 Court, Ft. Lauderdale, FL	1000

The initial subscribers certify that the consideration for which they have subscribed is not less than the amount of capital with which the corporation will begin business as set forth in Article IV thereof.

ARTICLE IX
BOARD OF DIRECTORS-MEMBERS

The name and street address of each of the members of the Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter P Parisi	2832 NE 21 Court Ft. Lauderdale, Fl 33305

Unless otherwise provided by the Articles of Incorporation or By-Laws each member of the initial Board of Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed or have qualified.

H 9500000 257 3

H 9500000 257 3

H 9500000 257 3

ARTICLE X
EXISTENCE

The corporation shall exist on the 6th Day of March , 1995 which date being the day on which the subscribers to these Articles of Incorporation shall purchase and be issued the shares subscribed for.

ARTICLE XI
INITIAL REGISTERED AGENT

The initial registered agent shall be Peter P Parisi, and his address is 2832 NE 21 Court, Ft. Lauderdale, FL. 33305.

ARTICLE XII
AMENDMENTS

The corporation may amend or repeal any provision, part or parts of these Articles of Incorporation upon an affirmative vote of a majority of the issued and outstanding stock at duly constituted shareholders meeting.

ARTICLE XIII
BY-LAWS AND STOCKHOLDERS AGREEMENTS

The stockholders shall have the power to make, amend or repeal By-Laws or a stockholder's agreement in place of By-Laws concerning all matters and things so long as such By-Laws or stockholder's agreement are not in conflict with these Articles of Incorporation as they are now or hereafter in force and effect.

H 9500000 257 3

H 9500000 257 3

IN WITNESS WHEREOF, I, the undersigned subscriber being the original subscriber to the capital stock hereinabove described for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of 2 & A OF KEY WEST, INC., hereby declaring and certifying that the fact herein contained are true, and do agree to make the number of shares hereinabove set forth and hereunto set my hand and seal this 6th day of March, 1995

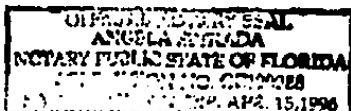

 PETER P. PARISI, Pres/Sec

STATE OF FLORIDA)
 COUNTY OF BROWARD) SS:

Before me, the undersigned authority personally appeared Peter P. Parisi to me well known and known to me to be the individual described in and who executed the forgoing articles of Incorporation and they acknowledged before me that they executed same for purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Ft. Lauderdale, Broward County, Florida on this 6th day of March, 1995.

My Commission Expires:



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H 9500000 257 3

In pursuance of Chapter 607.36 Florida Statutes, the following is submitted, in compliance with said Act.

FIRST-THAT Z & A OF KEY WEST, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE CITY OF KEY WEST, COUNTY OF MONROE, STATE OF FLORIDA HAS NAMED PETER P. PARISI LOCATED AT 2832 NE 21 COURT CITY OF FT. LAUDENDALE, COUNTY OF BROWARD, STATE OF FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT OF RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: 

REGISTERED AGENT
PETER P. PARISI

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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