

P95020055711  
Schneikart & McEwen, P.A.

WILLIAM M. SCHNEIKART  
DAVID B. MCEWEN

150 SECOND AVE. N  
SUITE 1700  
ST. PETERSBURG, FL 33701  
(813) 823-7707  
(813) 898-1800  
FAX (813) 894-4444

PO Box 11320  
ST. PETERSBURG  
FLORIDA 33733

July 12, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

411000114338014  
07/12/95 10:03:00  
\*\*\*122.50\*\*\*

Re: ZagRags, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$122.50 to cover the following fees:

Minimum Charter Tax	\$ 0.00
Filing Fee	35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL:	\$122.50

Please file the original Articles and return to me a certified copy of same. Thank you.

Sincerely,

  
David B. McEwen

DBM:kc  
Enclosures (2)

cc: Ms. Lucinda Zagnoli  
(enclosure)

C:\wp51\zagrag\encl-01.ltr

**ARTICLES OF INCORPORATION OF**

**ZagRags, Inc.**

**A FLORIDA GENERAL CORPORATION**

**ARTICLE 1. NAME.** The name of this corporation is ZagRags, Inc.

**ARTICLE 2. ENABLING LAW.** This corporation is organized pursuant to the Florida General Corporation Act of the State of Florida, as set forth in the Florida Statutes.

**ARTICLE 3. PURPOSE.** The Corporation is organized in order to engage in any lawful purpose or purposes, allowed under the laws of the United States of America or the State of Florida.

**ARTICLE 4. TERM.** This Corporation shall have a perpetual existence.

**ARTICLE 5. CAPITAL STOCK.** The corporation is authorized to issue 7,500 shares of capital stock, all of one class, at \$1.00 par value.

**ARTICLE 6. INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is David B. McEwen, located at Suite 1700, 150 Second Avenue North, St. Petersburg, Florida, 33701.

**ARTICLE 7. BOARD OF DIRECTORS.** The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws duly adopted in the manner provided by law, but that number shall never be less than one (1). Directors shall be elected annually by majority vote of the shareholders. The name and address of the initial director is Lucinda Zagnoli, 201 West Laurel Street, #508, Tampa, Florida, 33602.

**ARTICLE 8. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT.** The address of this Corporation's initial principal office in the State of Florida is 201 West Laurel Street, #508, Tampa, Florida, 33602.

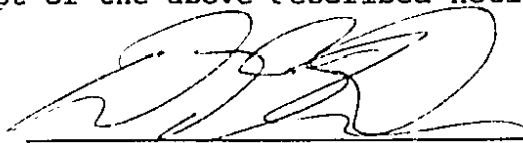
The name of this Corporation's initial registered agent is David B. McEwen at Suite 1700, 150 Second Avenue North, St. Petersburg, Florida, 33701.

**ARTICLE 9. PRINCIPAL OFFICE.** The corporation's principal office and mailing address is 201 West Laurel Street, #508, Tampa, Florida, 33602.

**ARTICLE 10. BYLAWS.** Bylaws will be hereinafter adopted by the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all shareholders.

**ARTICLE 11. AMENDMENT TO ARTICLES.** The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

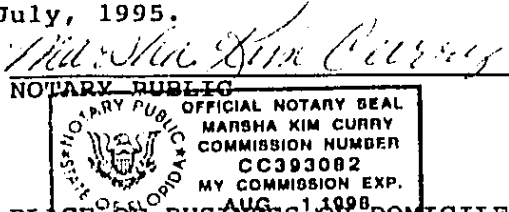
**ARTICLE 12. PREEMPTIVE RIGHTS.** Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held by such shareholder at the time of the stock issue or sale bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. This preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within thirty (30) days after a written notice is received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days after receipt of the above-described notice.

  
\_\_\_\_\_  
David B. McEwen  
Incorporator

STATE OF FLORIDA     )  
COUNTY OF PINELLAS )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements in the State and County above, personally appeared David B. McEwen to me well known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County named above this 14th day of July, 1995.



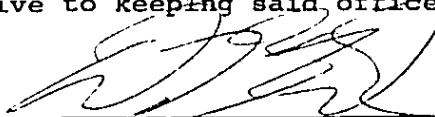
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

The following is submitted in compliance with Chapter 48.091 and Chapter 607.051, et seq., of the Florida Statutes:

ZagRags, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of St. Petersburg, County of Pinellas, State of Florida, has named David B. McEwen, located at Suite 1700, 150 Second Avenue North, St. Petersburg, Florida, 33701, as its agent to accept service of process within this state.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.

  
\_\_\_\_\_  
David B. McEwen  
Registered Agent