

**Law Offices of LIONEL BARNET, P.A.**

LIONEL BARNET, ESQUIRE  
HARRY RESSLER, J.D.  
Legal Assistant

9100 So. Dadeland Blvd. #404  
Miami, Florida 33156  
Telephone (305) 670-7887  
Facsimile (305) 670-7891

**P96000041404**  
May 6 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
95 MAY -9 AM 9:21  
TALLAHASSEE, FLORIDA

**Re: ZGAR TIME, INC.**

See enclosed Articles of Incorporation for the above corporation  
together with our check for \$ 122.50.

Please file and return to us at your early convenience.

Thank you

**LIONEL BARNET, ESQUIRE**

By   
Legal Assistant

:jb

600001814136  
-05/09/96--01015--004  
\*\*\*\*122.50 \*\*\*\*122.50

R. CHESNER MAY 15 1996

**ARTICLES OF INCORPORATION**

**OF**

**ZGAR TIME, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**I. NAME**

The name of this corporation is:

**ZGAR TIME, INC.**

**II. DURATION**

The period of its duration is perpetual.

**III. CAPITAL STOCK**

The corporation is authorized to issue shares, all of one class, at \$1.00 par value. This stock will be considered to be section 1244 stock.

**IV. INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

**LAW OFFICES OF LIONEL BARNET, P.A.  
9100 South Dadeland Boulevard # 404  
MIAMI, FLORIDA 33156**

#### V. PURPOSE

The general purpose for which the corporation is organized shall include any and all business for which corporation may be incorporated under F.S. Section 607, which are lawful under the laws of the State of Florida or the United States of American.

#### VI. INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than (1).

The name and address of the initial director of this corporation is:

Lionel Barnet, Esquire  
9100 South Dadeland Boulevard # 404  
Miami, Florida 33156

#### VII. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Lionel Barnet, Esquire  
9100 South Dadeland Boulevard # 404  
Miami, Florida 33156

#### VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

#### IX. INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

#### X. INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### XI. AMENDMENT OF ARTICLES

This 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.

#### XII. NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

#### XIII. DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

#### XIV. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this 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 he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

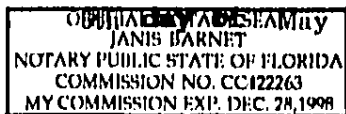
  
WITNESS

  
LIONEL BARNET, ESQUIRE

STATE OF FLORIDA       )  
                              )  
COUNTY OF DADE       )       SS:

BEFORE ME, the undersigned authority, personally appeared **LIONEL BARNET**, well known to me and is the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this



1998.

*[Signature]*  
NOTARY PUBLIC

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That **ZGAR TIME, INC.**

desiring to organize under the laws of the State of Florida, with its principal offices, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named as its agent to accept service within this state, **LAW OFFICES OF LIONEL BARNET** located at 9100 So. Dadeland Boulevard # 404, MIAMI, FLORIDA 33156

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

*[Signature]*  
**LIONEL BARNET, Resident Agent**

LAW OFFICES  
**CONRAD, SCHIERER & JENNE**  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

WILLIAM R. SCHIERER, III  
KENNETH C. JENNE, III  
DARYL GENOVESE, III  
WILLIAM V. CARCIOMMO, III  
JAMES M. ECKHART, III  
L'ANN HUTCH COONEY, III  
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SUITE 1800  
MIAMI, FLORIDA 33130  
TELEPHONE (305) 888-8880  
FACSIMILE (305) 374-4408

PLEASE REPLY TO:

Fort Lauderdale  
Direct Dial (954) 847-3310

November 4, 1996

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: ZGAR Time, Inc.  
Our File No. 96-310

To Whom It May Concern:

The above-referenced corporation has amended its Articles of Incorporation. Such Amendment includes a change in the number of shares the corporation shall have the authority to issue and the par value of the shares. Also, a new registered agent and office of the corporation was named.

Enclosed please find a statement designating change of registered agent/registered office and the new agent's written consent to the appointment. Also enclosed are the Articles of Amendment to Articles of Incorporation of ZGAR Time, Inc. which reflects the other changes which have been made.

If there are any questions or concerns regarding these documents, please address them to the new registered agent at:

Jacinto L. Ayala  
1880 N.W. 97th Avenue  
Plantation, Florida 33322

80000138688--7  
-11/05/96--01165--022  
\*\*\*\*105.00 \*\*\*\*105.00

56 DEC -2 PM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED

Amend  
Cert Copy  
12-2-96



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

November 18, 1996

**CONRAD, SCHERER & JENNE**  
**% MARILYN LETTMAN**  
**P.O. BOX 14723**  
**FT. LAUDERDALE, FL 33302**

**SUBJECT: ZGAR TIME, INC.**  
**Ref. Number: P96000041404**

We have received your document for ZGAR TIME, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 487-6916.

**Carol Mustain**  
**Corporate Specialist**

**Letter Number: 496A00052424**



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ZGAR Time , Inc.**

\* \* \*

The undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **ZGAR Time , Inc.**
2. Article III and IV of the Articles of Incorporation of the Corporation are hereby amended to read as follows:

**ARTICLE III**

The aggregate number of shares which this corporation shall have authority to issue shall be 10,000,000 shares of common stock with a par value of \$.001 per share.

**ARTICLE IV**

The name and address of the new registered agent and office of this corporation is as follows:

Mr. Jacinto L. Ayala  
1880 NW 97th Avenue  
Plantation, FL 33322  
*see attached sheet....*

4. The number of votes cast by the common stockholders, the only group entitled to vote, was sufficient for approval. The foregoing amendments were adopted by the directors and shareholders of the Corporation on October 1, 1996.

ZGAR Time, Inc.

By:   
Jacinto L. Ayala, President

October 1, 1996

95 DEC -2 11 51 AM

APPROVED  
AND  
FILED

CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ZGAR Time, Inc.

2. The name and address of the registered agent and office is:

Jacinto L. Ayala

(Name)

1880 N.W. 97th Avenue

(P.O. Box not acceptable)

Plantation, Florida 33322

(City/State/Zip)

RECEIVED  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 DEC -2 PM 9:14

APPROVED  
AND  
FILED

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

[Signature]  
(Signature)

11/4/96  
(Date)

\* Previous Registered Agent: Lionel Barnett:  
9100 S. Dadeland Boulevard  
Suite 404  
Miami, Florida 33156