

096000059908

LEONARD H. MARKS, P.A.

Attorney at Law  
500 EAST KENNEDY BLVD.  
TAMPA, FLORIDA 33602

FILED

96 JUL 15 PM 3:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE (813) 221-5119

July 12, 1996

Secretary of State  
Division of Corporations  
Department of State  
George Firestone Building  
Tallahassee, Florida 32399

Re: Articles of Incorporation -  
STAR RECYCLING & PROCESSING, INC.

700001893567  
-07/16/96--01004--007  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed please find an original and copy of Articles of Incorporation, for the above-reference corporation along with our firm check in the amount of \$122.50 for your fee as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	\$ 35.00
Total	\$122.50

Please return the certified copy of the Articles in the self-addressed, stamped envelope I have provided. Thank you.

Very truly yours,

LEONARD H. MARKS, P.A.

  
Leonard H. Marks, Esquire

LHM:amf  
Enclosures

corpsecstate.srp

PH  
7/17/96

ARTICLES OF INCORPORATION  
OF  
STAR RECYCLING & PROCESSING, INC.

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96 JUL 15 PM 3:23  
SEAL COUNTY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is:

STAR RECYCLING & PROCESSING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office, if known, and a mailing address of the corporation is as follows:

Principal Office

Mailing Address

12407 Stillwater Terrace  
Tampa, Florida 33624

Same

ARTICLE III - COMMENCEMENT AND DURATION

The corporation shall commence its corporate existence on the date of the filing of these Articles of Incorporation, and shall exist perpetually thereafter until dissolved according to law.

#### ARTICLE IV - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

#### ARTICLE V - AUTHORIZED SHARES

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

The shares of stock may be issued for such consideration, having a value not less than the par value, if any, of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and address of the initial directors who shall hold office until their successor, who shall be chosen at the first meeting of the shareholders have qualified, shall be:

Name

Address

Max Zalkin

12407 Stillwater Terrace  
Tampa, Florida 33624

#### ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

#### ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed by the board of directors.

#### ARTICLE IX - AMENDMENT

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

#### ARTICLE X - INCORPORATOR

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

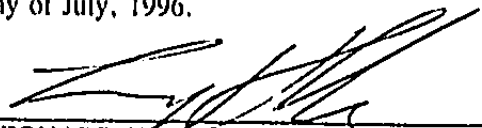
Leonard H. Marks, Esquire  
500 East Kennedy Blvd.  
Tampa, Florida 33602

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

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The street address of the initial registered office of the corporation is 5001st Kennedy Blvd., Tampa, Florida 33602, and the name of the initial registered agent of the corporation that address is Leonard H. Marks.

IN WITNESS WHEREOF, the undersigned, as incorporator hereby executes these articles of incorporation this 12<sup>th</sup> day of July, 1996.

  
LEONARD H. MARKS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of July, 1996, by Leonard H. Marks, who is personally known to me and who did not take an oath.

(SEAL)



ADA M FALKINGHAM  
My Commission CC828228  
Expires Jan. 17, 2000

Ada M. Falkingham  
Notary Public  
Print Name: Ada M. Falkingham

My commission expires: 01/17/2000

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

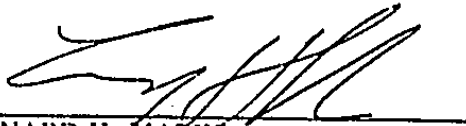
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SECRETARY OF STATE  
Tallahassee, FLORIDA

I hereby am familiar with and accept the duties and responsibilities for said corporation.

The undersigned hereby accepts the designation as registered agent of the above corporation.



LEONARD H. MARKS



THE UNITED STATES  
CORPORATION  
COMPANY

P96000059908

ACCOUNT NO. : 072100000032

REFERENCE : 360709 4326591

AUTHORIZATION

*Patricia Pizzuti*

COST LIMIT : \$ 35.00

ORDER DATE : May 9, 1997

ORDER TIME : 11:03 AM

ORDER NO. : 360709-005

CUSTOMER NO: 4326591

CUSTOMER: Mr. Andrew J. Bohlmann  
Fowler White Gillen Boggs  
501 East Kennedy Boulevard  
Suite 1700  
Tampa, FL 33602

100002173671--4

DOMESTIC AMENDMENT FILING

NAME: STAR RECYCLING & PROCESSING,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
     RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS

FILED  
97 MAY -9 PM 3:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

519

RECEIVED  
97 MAY -9 PM 1:12  
DIVISION OF CORPORATION

*name change*

AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
STAR RECYCLING & PROCESSING, INC.

FILED

97 MAY -9 PM 3:11

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

WHEREAS, the Articles of Incorporation of STAR RECYCLING & PROCESSING, INC. were filed with and approved by the Secretary of State of Florida on the 15th day of July, 1996; and

WHEREAS, it is the intention of all of the directors and all of the shareholders of STAR RECYCLING & PROCESSING, INC. that the Articles of Incorporation be amended in accordance with the Amendment to the Articles of Incorporation hereinafter set forth; and

WHEREAS, the proposed Amendment to the Articles of Incorporation of STAR RECYCLING & PROCESSING, INC. hereinafter set forth was approved by all of the directors and all of the shareholders of STAR RECYCLING & PROCESSING, INC. on the 6th day of May, 1997; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed Amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of STAR RECYCLING & PROCESSING, INC. are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

**"ARTICLE I**  
**Name**

The name of this corporation shall be:

Z Spot, Inc."

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation is hereby adopted and executed on behalf of STAR RECYCLING & PROCESSING, INC. by its President effective the 6th day of May, 1997.

STAR RECYCLING & PROCESSING, INC.

By: \_\_\_\_\_

Max Zalkin, President