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FILED
97 JAN 10 AM 8:17
TALLAHASSEE, FLORIDA

Zookies, Inc.
The Zuccarelli Family
2914 Needham Ct.
Delray Beach, FL 33445
(561) 637-0166

November 7, 1996

300002005653--4
-11/15/96--01037--017
****122.50 ****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

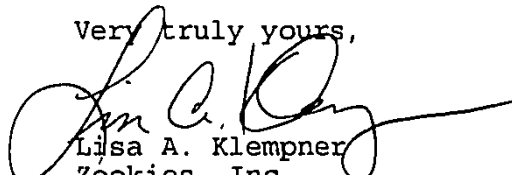
Re: Zookies, Inc.
The Zuccarelli Family

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


Lisa A. Klempner
Zookies, Inc.
The Zuccarelli Family

Enclosure

~~W 96-24574~~
558

P. CHAMBER JAN 16 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1996

LISA A KLEMPNER
2914 NEEDHAM COURT
DELRAY BEACH, FL 33445

SUBJECT: ZOOKIES, INC. (THE ZUCCARELLI FAMILY)
Ref. Number: W96000024574

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TALLAHASSEE, FLORIDA

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

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 796A00052758

ARTICLES OF INCORPORATION

~~Zookies, Inc.~~ of ~~(The Zuccarelli Family)~~
~~Jacant Group, Inc.~~ (name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

~~Zookies, Inc.~~ (The Zuccarelli Family)
~~Jacant Group, Inc.~~

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Ralph Zuccarelli		
ADDRESS	2914 Needham Ct		
CITY	Delray Beach	FLORIDA	ZIP 33445

The principal office, if known, or the mailing address of the corporation is:

NAME	Same AS Above		
ADDRESS			
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Ralph Zuccarelli		
ADDRESS	2914 Needham Ct.		
CITY	Delray Beach	STATE FL	ZIP 33445
NAME	Lisa A. Klemperer		
ADDRESS	210 Almeria Rd.		
CITY	WPB	STATE FL	ZIP 33445
NAME			
ADDRESS			
CITY		STATE	ZIP

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Ralph Zuccarelli		
ADDRESS	2914 Needham Ct.		
CITY	Delray Beach	STATE	FL
		ZIP	33445
NAME	Lisa A. Klempner		
ADDRESS	210 Almeria Rd.		
CITY	WPB	STATE	FL
		ZIP	33405
NAME			
ADDRESS			
CITY		STATE	
		ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7 day of November, 1996.

_____ (Seal)
 _____ (Seal)
 _____ (Seal)

Lead Jan

LEAH C. SAAR
MY COMMISSION # 0036026 EXP1983
August 7, 1986
BONDED TRUSTEES FARM INSURANCE, INC.



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Carl Zookres, Inc. (The Zuccerelli Family) *gfk*
(name of corporation)
Tacant Group Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 2914 Needham Ct.
Delray Beach, FL 33445

has named _____
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Ralph [Signature]
(registered agent)

FILED
97 JAN 10 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA