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SECTION

ACCOUNT NO. 072100000032

REFERENCE : 338441 7125254

AUTHORIZATION :

COST LIMIT : *Patricia Pigitts*
\$170,000

ORDER DATE : April 21, 1997

ORDER TIME : 4:04 PM

ORDER NO. : 338441-005

CUSTOMER NO: 7125254

CUSTOMER: David L. Silverman, Esq
DAVID SILVERMAN, ESQ.

900002150033--2

Apartment 114
1101 Hillcrest Court
Hollywood, FL 33021

DOMESTIC FILING

NAME: AMERICAN ZEST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS: _____

FILED
APR 22 11 09:50
SECTION

84 APR 21 1997

FILED
97 APR 22 AM 9:50
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

American Zest, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

511 Maple Av.
Niceville, Fla. 32578

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Richard W. Carr
511 Maple Ave.
Niceville, Fla. 32578

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Richard W. Carr
511 Maple Av.
Niceville, Fl. 32578

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

4 day of April, 1997.

Richard W. Carr
Signature

Signature

Signature

Notarization is not required.

ARTICLE VI DIRECTOR(S) OFFICER(S) SHAREHOLDER(S)

The name(s) and street address(es) of the director(s) are:

To be determined at corporate meeting.

The name(s) and street addresses of the officer(s) are:

Richard W. Carr, President and Treasurer
511 Maple Av.
Niceville, Fla. 32578

Sharon Carr, Vice President
511 Maple Av.
Niceville, Fla. 32578

Peggy Weeks, Secretary
511 Maple Av.
Niceville, Fla. 32578

The name(s) and street addresses of the shareholder(s) are:

Richard W. Carr (51 shares)
511 Maple Av.
Niceville, Fla. 32578

Sharon Carr (24 shares)
511 Maple Av.
Niceville, Fla. 32578

Peggy Weeks (3 shares)
511 Maple Av.
Niceville, Fla. 32578

Evelyn Schultz (2 shares)
511 Maple Av.
Niceville, Fla. 32578

Harry and Barbara Fry (3 shares)
511 Maple Av.
Niceville, Fla. 32578

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

American Zest, Inc.

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

Richard W. Carr
511 Maple Ave.
Niceville, Fl. 32578

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.

Richard W Carr Jr. 04/13/97
(Signature) (Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314