

CORPORATION INFORMATION
SERVICES, INC.
1201 DAYS STREET
TALLAHASSEE, FL 32301
904-222-0393 FAX

CSO networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
STATE
97 MAY 12 PM 1:25

ORDER DATE : 05/12/97

ORDER TIME : 11:19

ORDER NO. : (404) 673-5787

CUSTOMER NO:

CUSTOMER: SHARON D LOGAN, P.A.

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-05/12/97--01058--028
****122.50 ****122.50

DOMESTIC FILING

NAME: ZITAGLIO, INC

RECEIVED
97 MAY 12 PM 12:14
OFFICE OF CORPORATION

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Teniya C. Holliday

EXAMINER'S INITIALS:

CS
5/12/97

SHARON B. LOGAN, P. A.

ATTORNEY AT LAW
THE ALIKI PLAZA-SUITE 110
400 S. ATLANTIC AVENUE
P. O. BOX 4258

ORMOND BEACH, FLORIDA 32175-4258

SHARON B. LOGAN
FLORIDA BAR CERTIFIED
REAL ESTATE LAWYER

TELEPHONE (904) 673-5787
FAX (904) 673-2488

May 9, 1997

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32301

RE: Zitaglio, Inc.

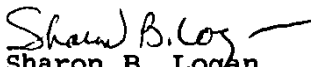
Gentlemen:

I am enclosing herewith the original and one copy of the Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Certified Copy	52.50
Filing Fee	35.00
Registered Agent	<u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Very truly yours,


Sharon B. Logan
SBL/cvs
Enclosures

FILED
SECRETARY OF STATE
CORPORATIONS
97 MAY 12 PM 1:25

97 MAY 12 PM 1:25

ARTICLES OF INCORPORATION
OF

ZITAGLIO, INC.

ARTICLE I - NAME AND PRINCIPAL LOCATION

The name of this corporation is "ZITAGLIO, INC.". The principal location of the corporation is 2 St. John's Place, Ormond Beach, Florida 32176.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of purchase and operation of a video rental and resale business and antique business and engaging in any act, duties or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common class, at One Dollar (\$1.00) par value.

ARTICLE V - CAPITAL STRUCTURE: Subchapter S Corporation

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. The stock shall be issued and transferrable only to natural persons who are not non-resident aliens.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2 St. John's Place, Ormond Beach, Florida 32176. The name of the initial registered agent at that address is John Zitaglio.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the

Michael Zitaglio

2 St. John's Place
Ormond Beach, FL 32176

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these Articles of Incorporation is: John Zitaglio at 2 St. John's Place, Ormond Beach, Florida 32176.

ARTICLE IX - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

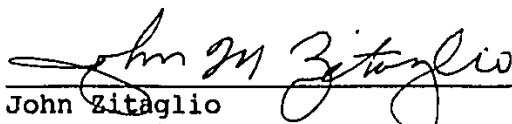
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or any former officer to the full extent permitted by Law.

ARTICLE XI - AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 9 day of May, 1997.

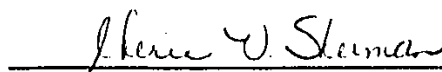


John Zitaglio
Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day personally appeared before me an officer duly authorized to administer oaths and take acknowledgments, John Zitaglio, to me well known to be the persons described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed as his act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 9 day of May, 1997, in the County and State aforesaid.



Notary Public, State of Florida
My commission expires:

ARTICLES OF INCORPORATION

OF

ZITAGLIO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

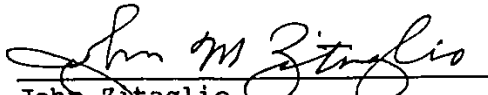
97 MAY 12 PM 1:25

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation of
Registered Agent for ZITAGLIO, INC., having its registered office
at 2 St. John's Place, Ormond Beach, Florida 32176.

The acceptance shall be effective upon the filing of the
Articles of Incorporation of said corporation.

Dated: May 9, 1997.



John Zitaglio
Registered Agent

STATE OF FLORIDA

COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day personally appeared before
me an Officer duly authorized to administer oaths and take
acknowledgments, John Zitaglio, 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 for the purpose
therein expressed as his act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal this 9 day of May, 1997, in the County and State
aforesaid.


Notary Public State of Florida
My Commission Expires:

