

JACK P. ATTIAS

Attorney at Law

SUITE 4E NORTH
600 GRAPETREE DRIVE
KEY BISCAYNE, FLORIDA 33149

P97000049194

FILED
SECRETARY OF STATE
TELEPHONE
97 JUN 13 1997
FAX (305) 361-2481

May 7, 1997

State of Florida
Corporate Division
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: ZOE'S TROPICALS, INC.,
a Florida corporation

700002192957-3
-06/02/97--01108--007
****122.50 ****122.50

Dear Sir:

Enclosed is an original and one copy of Articles of Incorporation for the above-captioned corporation, along with our check in the amount of \$122.50 representing the filing fee for same. Please register said corporation as a Florida corporation.

Please return a copy to us upon filing same along with your certification. Thank you.

Sincerely,


JACK P. ATTIAS, ESQUIRE

JPA:it
encls.

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ARTICLES OF INCORPORATION

OF

ZOR'S TROPICALS, INC.

I, the undersigned, for the purpose of organizing and incorporating the Corporation hereinabove referred to, do hereby make, subscribe and file these Articles of Incorporation in accordance with the provisions of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: ZOR'S TROPICALS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of: manufacturing, retailing, distributing, growing, cultivating, marketing, plants, including any business activity associated therewith but not limited to, renting or buying property, constructing of facilities for sale and/or distribution, entering into mortgages for that purpose, acquiring vehicles, filing patents and/or copyrights, developing marketing techniques, traveling to acquire information, clients or experts.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue or to have outstanding at any time 50 shares of common stock having a par value of \$10.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale or cash of any new stock of this corporation shall have the right to purchase his pro rata

share thereof (as nearly as may be done at the price at which it is offered to others).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 600 Grapetree Drive, Suite 4B North, Key Biscayne, Florida 33149 and the name of the initial registered agent of this corporation at that address is: JACK P. ATTIAS.

ARTICLE VII - 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. The names and addresses of the initial Directors of this corporation are:

WILLIAM H. GRAVITT, III
21150 S.W. 232nd Street
Miami, Florida 33170

ZOE GRAVITT
21150 S.W. 232nd Street
Miami, Florida 33170

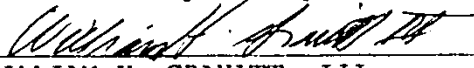
ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:
WILLIAM H. GRAVITT, III, 21150 S.W. 232nd Street, Miami, Florida 33170.

ARTICLE IX - 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 _____ day of May, 1997.


WILLIAM H. GRAVITT, III,
Subscriber

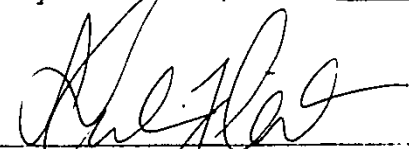
STATE OF FLORIDA:

SS:

COUNTY OF DADE:

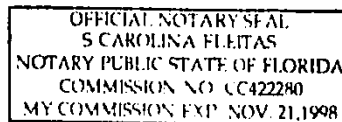
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIAM H. GRAVITT, III, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 21ST day of May, 1997.



NOTARY PUBLIC, State of Florida

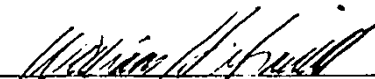
My Commission Expires:



CERTIFICATE DESIGNATING RESIDENT AGENT UPON WHOM PROCESS
MAY BE MADE

The following is submitted in compliance with Chapter 48.091, Florida Statutes. ZOR'S TROPICALS, INC., a corporation being organized under the laws of the State of Florida, with its

principal office at 21150 S.W. 232nd Street, Miami, Florida 33170,
has named JACK P. ATTIAS, located at 600 Grapetree Drive, Suite 4B
North, Key Biscayne, Florida 33149, County of Dade, State of
Florida, as its agent to accept service of process within the
State.


WILLIAM H. GRAVITT, III
Incorporator

ACCEPTANCE

I agree as registered agent to accept service of process, to
keep the registered office open during prescribed hours, and to
post my name in some conspicuous place in said office as required
by law.


JACK P. ATTIAS, Registered Agent

FILED
SECRETARY OF STATE
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