

P98000070247

LAW OFFICE OF
JONATHAN R. KAPLAN

301 CLEMATIS STREET
SUITE 3000
WEST PALM BEACH, FLORIDA 33401

JONATHAN R. KAPLAN
ADMITTED FLORIDA BAR
FEDERAL TRIAL BAR

TELEPHONE: (561) 838-9793
FACSIMILE: (561) 838-9034
PAGNET: (561) 607-0692
E-mail: kappy@telegraph.net

July 7, 1998

DEPARTMENT OF STATE
Division of Corporations
409 East Gain Street
Tallahassee, FL 32399

200002591372--2
-07/17/98--01004--014
****315.00 ****157.50

RE: ZaZa, Inc. and ZaZa Players, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$315.00 which represents payment for the Articles of Incorporation for ZaZa, Inc. and ZaZa Players, Inc. Included in the \$315.00 are \$35.00 payments for each of the registered agents. Upon filing please mail a certified copy of each Article of Incorporation to the Law Office of Jonathan R. Kaplan, 301 Clematis Street, Suite 3000, West Palm Beach, FL 33401.

Thank you for your attention to this matter.

Respectfully,


Jonathan R. Kaplan

~~W98-16253~~

105 - F.F.
52 - CERT
157.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 12 AM 11:39

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 17, 1998

JONATHAN R. KAPLAN, ESQ.
301 CLEMATIS STREET
SUITE 3000
WEST PALM BEACH, FL 33401

SUBJECT: ZA ZA, INC.
Ref. Number: W98000016253

We have received your document for ZA ZA, INC. and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 298A00038038

ARTICLES OF INCORPORATION

OF

**J&G Za Za, Inc.
a Florida Corporation**

FILED

98 AUG 12 AM 11:40

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a for profit business corporation.

ARTICLE I - NAME

The name of the corporation is **J&G Za Za, Inc** (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The corporation is formed to engage in any activity permitted under the laws of the State of Florida..

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 5618 Dewberry, West Palm Beach, Florida 33405; and the name of the initial registered agent of the Corporation at that address is George Vallejo.

ARTICLE V - MAILING ADDRESS

The mailing address of the Corporation is 5618 Dewberry Way, West Palm Beach, Florida 33405 Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial directors of this Corporation are:

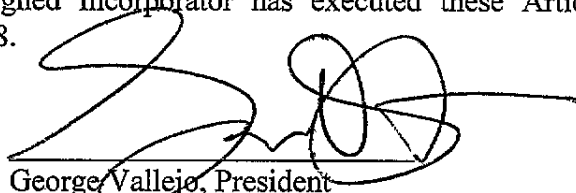
George Vallejo, President
5618 Dewberry Way
West Palm Beach, Florida 33405

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

George Vallejo,
5618 Dewberry Way
West Palm Beach, Florida 33405

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7 day of August, 1998.


George Vallejo, President
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

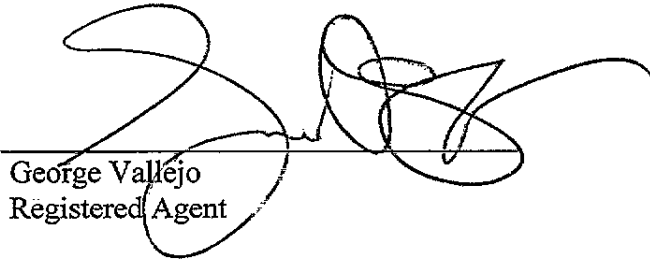
FILED
98 AUG 12 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That **J&G Za Za, Inc.**, desiring to organize under the laws of the State of Florida, has named George Vallejo, 5618 Dewberry Way, West Palm Beach, Florida 33405 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 7th day of August, 1998.


George Vallejo
Registered Agent