

MELLOR & GRISSINGER
ATTORNEYS AT LAW

13801 SOUTH TAMiami TRAIL, SUITE D
NORTH PORT, FLORIDA 34287

CORD C. MELLOR
Board Certified Wills, Trusts and Estates

DOUGLAS W. GRISSINGER
Trial Practice
Also Admitted District of Columbia

FILED

99 APR 12 PM 12:32

TELEPHONE
TALLAHASSEE, FLORIDA
FAX
941-426-5193
941-426-5413

P99000033048
25 March 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

800002822138--2
-03/29/99-01117--006
*****78.75 *****78.75

Re: Request to File Articles of Incorporation

To whom it may concern:

Enclosed please find the Articles of Incorporation of Zagrov Enterprises, Inc. and check # 4529 in the amount of \$78.75. Please file the Articles and return a certified copy to the address listed above.

Thank you for your attention herein.

Sincerely,
MELLOR & GRISSINGER

Melissa J. Knapp

Melissa J. Knapp
Legal Assistant to
Cord C. Mellor

MJK/mjk
Encls.
File No. 990137

SHARON

APR 12 1999

W99-7822



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 1, 1999

MELISSA J. KNAPP
MELLOR & GRISSINGER
13801 S. TAMiami TRAIL, STE. D
NORTH PORT, FL 34287

SUBJECT: ZAGROV ENTERPRISES, INC.
Ref. Number: W99000007822

We have received your document for ZAGROV ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article IX states there will be THREE director(s), whereas NONE is/are listed.

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) 487-6924.

Sharon Davis
Document Specialist Supervisor

Letter Number: 099A00016548

ARTICLES OF INCORPORATION
OF
ZAGROV ENTERPRISES, INC.

THE UNDERSIGNED, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is **ZaGrov Enterprises, Inc.**

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Effective Date

This articles of incorporation shall become effective and the Corporation shall commence its existence as of the date and time of filing with the Secretary of State.

ARTICLE IV

Purpose

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V

Principal Office and Mailing Address

The principal place of business of the corporation is at **6135 Bolander Terrace, North Port, Florida 34287**. The mailing address of the corporation is **6135 Bolander Terrace, North Port, Florida 34287**.

FILED
99 APR 12 PM 12:32
TALLAHASSEE, FLORIDA

ARTICLE VI

Registered Office and Registered Agent

The initial registered office is at **6135 Bolander Terrace, North Port, Florida 34287**. The name of the initial registered agent at that address is **John M. Zagrobelny**.

ARTICLE VII

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock having par value of \$0.10 a share.

ARTICLE VIII

Preemptive Rights Granted

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any unissued or treasury shares. Each shareholder shall have preemptive rights only in that portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding. The shareholders of the Corporation shall have no preemptive rights to subscribe to any issues or additional issues of shares except shares issued for cash, as opposed to shares issued for labor performed, services rendered or property transferred to the Corporation.

ARTICLE IX

Directors

The business of the corporation shall initially be managed by a board of directors unless otherwise agreed by the shareholders as provided by law. The number of directors, the manner of their election, their terms of office and other terms of service shall be as provided in the By-laws, or as provided by applicable law.

ARTICLE X

Amendments

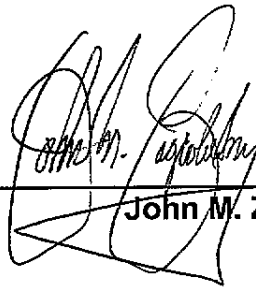
These articles of incorporation may be amended in the manner provided by law, except that, where a shareholder meeting would otherwise be required by law for the purpose of amending these articles, such a meeting shall not be required to be held if all shareholders and all directors consent in writing to the adoption of the amendment without a shareholder meeting.

ARTICLE XI

Incorporator

The name and address of the incorporator executing and filing these articles is **John M. Zagrobelny, 6135 Bolander Terrace, North Port, Florida 34287.**

IN WITNESS WHEREOF, I have executed these articles of incorporation this 24th day of March, 1999.



John M. Zagrobelny

STATE OF FLORIDA, COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24th day of March 1999 by **John M. Zagrobelny**, who is personally known to me.

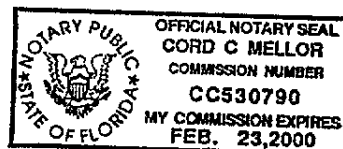
Sign
Print



NOTARY PUBLIC

My Commission expires:

Commission Number _____



ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 24 March 1999



John M. Zagrobelny

STATE OF FLORIDA, COUNTY OF SARASOTA

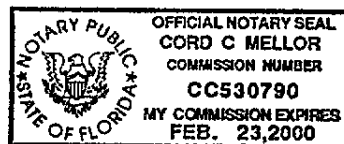
The foregoing instrument was acknowledged before me this 24th day of March 1999 by **John M. Zagrobelny**, who is personally known to me.

Sign _____
Print _____

NOTARY PUBLIC

My Commission expires:

Commission Number _____



FILED
99 APR 12 PM 12:32
CLERK OF STATE
TALLAHASSEE, FLORIDA