



THE UNITED STATES  
CORPORATION  
COMPANY

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99 AUG 23 AM 11:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 349537 80576A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 20, 1999

ORDER TIME : 8:13 AM

ORDER NO. : 349537-005

CUSTOMER NO: 80576A

CUSTOMER: William S. Wood, Esq  
WILLIAM S. WOOD, ESQ  
WILLIAM S. WOOD, ESQ  
P.o. Box 3365

Tequesta, FL 33469-0365

DOMESTIC FILING

NAME: ZOOKS, INC.

700002966487--0  
-08/23/99-01018-019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 8/23/99

WILLIAM S. WOOD  
ATTORNEY AT LAW  
THE ALHAMBRA  
725 N. A1A, SUITE A-104  
JUPITER, FLORIDA 33477

MAILING ADDRESS

P.O. BOX 3365  
TEQUESTA, FLORIDA 33469-0365

TELEPHONE: (561) 746-8331  
FAX: (561) 746-1144

August 17, 1999

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

**Re: Zooks, Inc.**

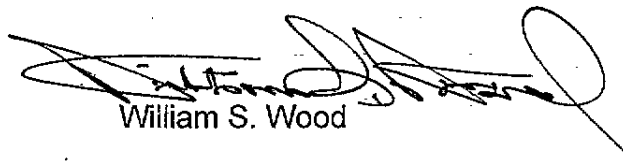
Dear Sir/Madam:

I have enclosed herein Articles of Incorporation of Zooks, Inc. and Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Process May Be Served along with copies.

I am also enclosing a check in the amount of \$70.00 to cover your fee for filing the Articles of Incorporation.

Thank you for your help and cooperation in this matter. If you have any questions regarding the same, please do not hesitate to contact this office.

Very truly yours,

  
William S. Wood

WSW/smc  
Enclosure

**ARTICLES OF INCORPORATION  
OF  
ZOOKS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I. NAME**

The name of this corporation is ZOOKS, INC. The principal office address, mailing address and registered agent address shall be 13103 S.E. Hobe Hills Drive, Hobe Sound, FL 33455.

**ARTICLE II. DURATION**

This corporation shall exist perpetually.

**ARTICLE III. PURPOSE**

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, land to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property and services, of every class, kind and description; and more particularly and without limitation it shall have the power to conduct a retail and wholesale sales business, and to engage in such other business for any lawful purpose not specifically prohibited to corporations under the Florida General Corporation Act; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, mutual fire insurance association, fraternal benefit society, or a state fair or exposition.

## **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business shall not be less than FIVE HUNDRED (\$500.00) DOLLARS.

## **ARTICLE V. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of Common Stock having a nominal or par value of One (\$1.00) Dollar per share.

## **ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder, upon the sales for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This restriction shall be indicated on all share certificates.

## **ARTICLE VII. RESTRICTIONS ON TRANSFERS OF STOCK**

Shares of capital stock in this corporation shall be issued initially to the following person with the amount set opposite his name.

<u>Names</u>	<u>Shares of Capital Stock</u>
Jeffrey L. Greateorex	500

Shares held by the initial shareholder, listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder or shareholders or to the corporation. This restriction shall be indicated on all share certificates.

## **ARTICLE VIII. INITIAL REGISTERED OFFICE AND RESIDENT AGENT**

The street address of the initial registered office of this corporation is 13103 S.E. Hobe Hills Drive, Hobe Sound, FL 33455, and the name of the initial registered agent of this corporation is Jeffrey L. Greatorex.

## **ARTICLE IX. INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The Number of directors may be increased from time to time by the by-laws, but shall never be fewer than one (1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Jeffrey L. Greatorex	13103 S.E. Hobe Hills Drive Hobe Sound, FL 33455

## **ARTICLE X. INCORPORATOR**

The name and address of the person signing these articles are:

Jeffrey L. Greatorex	13103 S.E. Hobe Hills Drive Hobe Sound, FL 33455
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## **ARTICLE XI. ACTION BY WRITTEN CONSENT**

The stockholders and directors of this corporation may take action by written consent, as provided by law.

## **ARTICLE XII. MEETINGS BY CONFERENCE TELEPHONE**

The Stockholders and members of the Board of Directors may participate in meetings of the Stockholders and Board of Directors by means of conference telephone, as provided by law.

### **ARTICLE XIII. INDEMNIFICATION**

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

### **ARTICLE XIV. AMENDMENT**

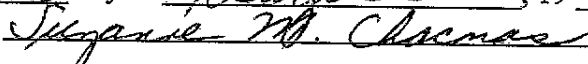
These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation is made.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 17th day of August, 1999.

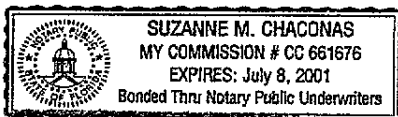
  
JEFFREY L. GREATOREX

STATE OF FLORIDA                     )  
  ) ss  
COUNTY OF PALM BEACH         )

**BEFORE ME**, a Notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JEFFREY L. GREATOREX, personally known to me or identified by the following identification Florida Driver's License and known to me to be the person who executed the foregoing Articles of Incorporation, who did not take an oath, 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, the state and county aforesaid, this 17th day of August, 1999.  


(Print Name of Notary)  
Notary Public, State of Florida at Large.  
My Commission Number is:  
My Commission Expires:



FILED  
23 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST: THAT ZOOKS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS  
AT HOBE SOUND, MARTIN COUNTY, STATE OF FLORIDA, HAS NAMED JEFFREY L.  
GREATOREX, LOCATED AT 13103 S.E. HOBE HILLS DRIVE, HOBE SOUND, FLORIDA  
33455, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

DATED THIS 17th DAY OF August, 19 99

Jeffrey Greatorex (SEAL)  
JEFFREY L. GREATOREX, PRESIDENT

SECOND: 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.

Jeffrey Greatorex (SEAL)  
JEFFREY L. GREATOREX  
RESIDENT AGENT

DATE: August 17, 1999