

Division of Corporations

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Florida Department of State

Division of Corporations

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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : AL CLARK
Account Number : 072100000173
Phone : (727) 398-6011
Fax Number : (727) 397-5189

FLORIDA PROFIT CORPORATION OR P.A.**ZOOAMERICA, INC.**

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be

ZOOAMERICA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

P.O. BOX 1448
NEW PORT RICHEY, FL 34656

ARTICLE III SHARES

The number(s) of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES
NO PAR

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:
prepared by:

Name: MICHAEL R. FREWER
Address: 9358 EAST LONGFAR COURT
FLORAL CITY, FL 34000

Accounting & Tax Help, INC.
8668 PARK BLVD Suite A
SEMINOLE, Florida 33777

PH # 352-799-9592

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ARTICLE V DIRECTOR(S)

The number of directors constituting the initial Board of Directors of the corporation is One (1) and the name(s) and address(es) of the person(s) who is to serve as director(s) until the first annual meeting of shareholders or until his or her successor(s) is(are) elected and qualified is(are):

Michael R. Frewer
9358 East Longear Court
Floral City, FL 34436

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are) :

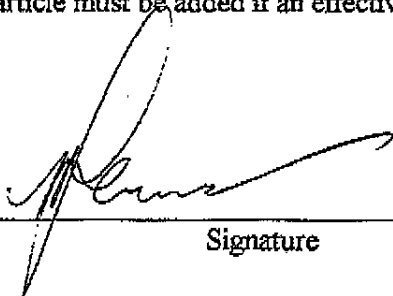
Michael R. Frewer
9358 East Longear Court
Floral City, FL 34436

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

30th day of September, 19 99.

(An additional article must be added if an effective date is requested.)

X



Signature

Signature

Signature

Notarization is not required

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is:

ZOOAMERICA INC.

2. The name and address of the registered agent and office is:

Accounting & Tax Help, INC.
(Name)

8668 PARK BLVD., Suite A
(P.O. Box not acceptable)

SEMINOLE, Florida 33777
(City/State/Zip)

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

Al Clark
(Signature)

PRESIDENT

DATE 9-30-99

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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