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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

JOHNSON & JOHNSON

ATTORNEYS AND COUNSELORS AT LAW
326 S. GRANDVIEW AVENUE
DAYTONA BEACH, FLORIDA 32118

(386) 252-3694

RONALD N. JOHNSON

(386) 252-3960 - FAX

R. NEIL JOHNSON

April 1, 2004

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

RE: Z Wave, Inc.

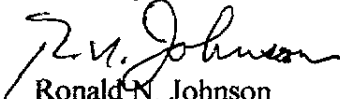
Dear Sir or Madam:

Enclosed is an original and a copy of the Articles of Incorporation for filing for the above-captioned corporation and my Trust Account Check in the amount of \$78.75, which represents the filing fee and amount charged for the certified copy.

Please mail the certified copy of the Articles to me at the above address.

Thank you,

Sincerely yours,


Ronald N. Johnson
Attorney at Law

RNJ/ch
enclosures

**ARTICLES OF INCORPORATION
OF
Z WAVE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Z WAVE, INC.

The principal place of business of this corporation shall be 400 South Oceanshore Blvd., Flagler Beach, Florida 32136, and the mailing address shall be Post Office Box 2029, Flagler Beach, Florida 32136.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 326 South Grandview Avenue, Daytona Beach, Florida 32118, and the name of the initial registered agent of the corporation at that address is Attorney Ronald N. Johnson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This corporation shall have two directors:

1. Zoe B. Forehand, 300 Palm Circle, Flagler Beach, Florida 32136.
2. William M. Forehand, 300 Palm Circle, Flagler Beach, Florida 32136.

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

1. Zoe B. Forehand, President and Treasurer, 300 Palm Circle, Post Office Box 2029, Flagler Beach, Florida 32136.
2. William M. Forehand, Vice President and Secretary 300 Palm Circle, Post Office Box 2029, Flagler Beach, Florida 32136.

ARTICLE IX. SUBSCRIBER

The name and street address of the incorporator to these Articles of Incorporation is:

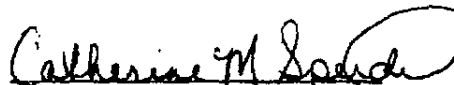
Ronald N. Johnson, Attorney
326 S. Grandview Avenue
Daytona Beach, FL 32118


RONALD N. JOHNSON

I HEREBY CERTIFY that before me this day personally appeared RONALD N. JOHNSON, to me known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 15th day of April, 2004.




Notary Public, State of Florida
My Commission Expires:

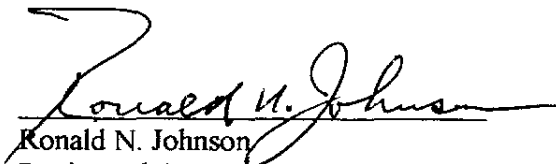
CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Z Wave, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Daytona Beach, County of Volusia, State of Florida has named Ronald N. Johnson located at 326 South Grandview Avenue, Daytona Beach, Florida 32118, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designed in this certificate, I hereby accept to act in such capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Ronald N. Johnson
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA