

D98000063708

Attn: Joris Brown

July 17, 1998

As per our conversation, enclosed are
the Corporation papers, a copy,
a check for \$122.50, as well as a
prepaid return Fed Ex. envelope.

It would be greatly appreciated
if you could return them as soon
as possible.

Thank you for your help.

Sincerely

Donald Goldberg

6424 Coral Lake Drive
Margate, FL 33063

(954) 974-4397

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

Z and D inc.

The undersigned incorporated to these Articles of Incorporation, is a natural person competent to contract, hereby associate themself to form a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation is

Z AND D inc.

ARTICLE II.

The general nature of the business and the objects purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do viz:

A. To engage in any and all legal business transactions of every kind, nature and description and to do any and all lawful things as may be determined by the officers and directors of the corporation and to employ personnel of every kind, nature and description in connection therewith.

B. To improve, buy sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both

improve and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor or broker; to build, construct and altar houses, buildings, and structures of whatsoever nature or kind and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgage or otherwise; to buy, sell, and deal in bonds and loans secured by mortgages or other liens on real property or personal property or personal property of all kinds and description;

C. To purchase, manufacture, acquire, hold, own. mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kinds and description;

D. To act as agent, broker or attorney in fact for any persons, firms or corporation in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and chooses in action secured thereby, judgements resulting therefrom, and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in an claims affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings, and business

relating to any of the purposes herein mentioned or referred to; to register mortgages and deed of trust of real property or chattels real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or property to the exercise of any or all of the purposes of the corporation.

E. To subscribe for, purchase, invest in hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgage, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations, or other corporations, whether domestic or foreign, and to exercise in respect to any such shares of stock, bonds, and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon, to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property of the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

F. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, and assets of every kind, and the liabilities of any person, firm, association

or corporation, either wholly or partly, and to pay to same in cash, stocks or bonds of the company or otherwise.

G. To borrow money and contract debts when necessary in the purchases or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount to incur debt and raise, borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

H. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other rights or interest therein and thereunder.

I. To conduct business and operation and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several state, territories, possessions and dependencies of the United States, the District of Columbia, and in any and all foreign countries.

J. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds,

debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates evidencing shares of or interest in common law trust, trusts and trusts estates or associations, certificates of trust beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, to participate in or promote commercial mercantile , financial and industrial enterprises and operations.

K. To engage in and carry on any advertising business in connection with property of any nature, owned, leased or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising and to make and carry out contracts for any such advertising and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of corporation.

L. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation of any amendment thereto necessary and incidental to the protection and benefit of the corporation, and in general to carry on any lawful

business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in there Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 par value. All of said stock shall be payable in cash, property real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV.

This amount of capital with which this corporation will begin business is \$ 1,000.00.

ARTICLE V.

This corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VI.

The initial address of the principal office of this corporation in the State of Florida is:

10034 W. McNab rd.

Tamarac Fl. 33321

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII.

This corporation shall have not less than one or more than nine directors, initially. The number of directors may be increased or diminished from time to time, by by-laws, adopted by the stockholders, but shall be less than one.

ARTICLE VIII.

This corporation's initial registered agent and registered office in the State of Florida shall be:

6424 Coral lake dr.

Margate Fl. 33063

ARTICLE IX.

The name and post office address of each member of the first Board of Directors is:

Donald Goldberg D

1000 shares

6424 Coral lake dr.

Margate Fl. 33063

The members of the first Board of Directors shall hold office until the first annual meeting of the stockholders of the corporation.

ARTICLE X.

The name and post office address of each incorporator of these Articles of Incorporation is:

6424 Coral lake dr.
Margate fl. 33063

ARTICLE XI.

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 be made.

The Directors of this corporation shall have the power to make or amend the by-laws and to fix the amount to be reversed for working capital.

The private property of the stockholder shall not be subject to the payment of the corporate debts in any extent whatsoever.

ARTICLE XII.

The stockholders of this corporation may divide themselves into groups for the purposes of obtaining unit control in the corporation, and when any agreement is made between stockholders owning at least seventy-five percent of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers and agents of the company, and particularly, the stockholders are authorized to include themselves provisions which will confer upon individual groups the power to elect certain numbers of directors, and, in particular, stockholders may include in the agreements between themselves the following as valid matters of agreement, to wit:

1. The manner and method in which the person by whom directors may be elected;
2. Any limitation upon the transferability or assignment of the stock;
3. The conferring or preemptive rights of purchase upon stockholders on conditions precedent to the sale of any other stock;
4. Any matter relating to effectuating the purpose included in any of the foregoing matters.

Agreements between stockholders shall continue binding upon the corporation until there is filed with each office of the corporation, a written instrument signed by the persons who originally created such stockholders agreement (or their successors in ownership, providing such a succession in ownership shall have agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above

to take acknowledgements, personally appeared Donald Goldberg who produced FL Dr. Lic # 43180281760 to me known to be the person

described a Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Tamarae, FL, Broward County, Florida, this 16 day of July, 1998

NOTARY PUBLIC-STATE OF FLORIDA

My Commission Expires:



STUART M GOLANT
My Commission CC443792
Expires Mar. 07, 1999
Bonded by HAI
800-422-1555

ARTICLE XIII.

At the election of the officers of this corporation, this corporation may be qualified a Sub-Chapter(s) corporations pursuant to the laws of the United States and the Internal Revenue Service. This provision shall be applicable only if the business in which the corporation engages qualifies for such tax treatment under the laws of the United States.

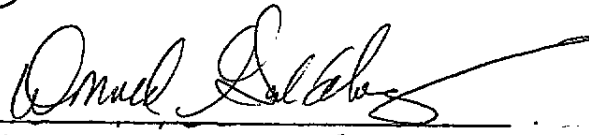
ARTICLE XIV.

Corporation existence shall commence on:

This corporation shall commence upon the date of filing with the Secretary of State.

IN WITNESS WHEREOF, I, the undersigned, being the original Incorporator to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the fact herein stated are true, and do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 16 day of July, 1998

STATE OF FLORIDA)
COUNTY OF Broward) ss.



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CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the
undersigned hereby designates: Donald Goldberg3e

as its Registered Agent to accept service of process within
this State.

By:

The undersigned hereby accepts the foregoing
designation as Registered Agent for service of process
within the State of Florida, and agrees to comply with the
provisions of the law applicable to said designation.

BY;

A handwritten signature in cursive script, appearing to read "Donald Goldberg", is written over a horizontal line.

NOTARY