

SENT BY: RUDEN MCCLOSKEY

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TO: DIVISION OF CORPORATIONS

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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
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NAME: 2M CAPITAL CORP.

AUDIT NUMBER.....H97000017163

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
ZM CAPITAL CORP.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

ZM Capital Corp.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The mailing address and the principal office of this Corporation is 1900 Corporate Blvd., Suite 305 West, Boca Raton, Florida, 33431.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 1900 Corporate Blvd., Suite 305 West, Boca Raton, Florida, 33431, and the initial registered agent of this Corporation at that address shall be Vincent Montalono.

Prepared by: Thomas O. Katz, Esq., FL Bar #355836
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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**ARTICLE V
INCORPORATOR**

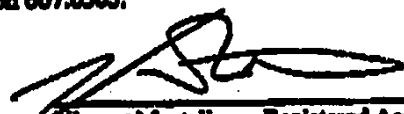
The name and street address of the person signing these Articles of Incorporation is:

Vincent Montellione
1900 Corporate Blvd.
Suite 305 West
Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 15 day of
October, 1997.


Vincent Montellione, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of
Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he
is familiar with, and accepts the obligations imposed upon registered agents under, the Florida
Business Corporation Act, including specifically Section 607.0505.


Vincent Montellione, Registered Agent

Prepared by: Thomas O. Katz, Esq., FL Bar #355136
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

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