

JUN-29-99 TUE 14:58

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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 : ACE INDUSTRIES, INC.

Account Number : 070744001530

Phone : (305)358-2571

Fax Number : (305)358-7832

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Z.P., INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Z.P., INC.,
A FLORIDA CORPORATION FOR PROFIT

I, the undersigned, for the purpose of forming 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, do hereby adopt the following articles of incorporation.

ARTICLE ONE
NAME/CORPORATE DURATION

The Corporation name shall be Z.P., INC. The duration of the Corporation is to be perpetual.

ARTICLE TWO
CAPITALIZATION

The aggregate number of shares that the Corporation is authorized to issue is One Hundred (100). Such shares shall be of a single class and shall be without par value.

ARTICLE THREE
INITIAL PRINCIPAL OFFICE/PURPOSE

The street and mailing address of the initial principal office of the Corporation is 720 N.E. 182 Street, North Miami Beach, Florida 33162. The general purpose for which the Corporation is organized is to operate, conduct, manage, maintain and carry on the affairs of a courier service, and for the doing of any and all other business incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes here mentioned. The Corporation is also organized to operate, conduct, manage, maintain and carry on the affairs of any other type of business permitted under the laws of the

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ARTICLES OF INCORPORATION
Z.P., INC.
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State of Florida, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes here mentioned.

ARTICLE FOUR
DIRECTORS

The number of Directors constituting the initial Board of Directors shall be One (1). The name and address of the person who is to serve as the member of the initial Board of Directors is:

Ms. Zara Papir
720 N.E. 182 Street
North Miami Beach, Florida 33162

ARTICLE SEVEN
REGISTERED OFFICE AND AGENT

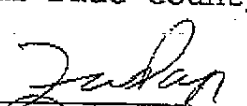
The street address of the initial registered office of the Corporation 720 N.E. 182 Street, North Miami Beach, Florida 33162, and the name of initial registered agent at such address is Ms. Zara Papir.

ARTICLE EIGHT
INCORPORATORS

The names and addresses of the One (1) Incorporator is:

Ms. Zara Papir
720 N.E. 182 Street
North Miami Beach, Florida 33162

Executed by the undersigned at Miami-Dade County, Florida on this 26 day of June 1999.


Ms. Zara Papir,
Incorporator and Director

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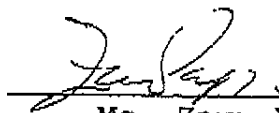
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Zara Papir, am familiar with, and accept my duties and responsibilities as registered agent for Z.P., Inc.

SIGNED and ACCEPTED this 26 day of June 1999 at Miami-Dade County, Florida.



Ms. Zara Papir

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