

DEC. 27. 2004 4:55PM
Division of Corporations

GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.

(850) 205-0383

L040000 93455

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000253452 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.
Account Number : 076402003516
Phone : (239) 514-1000
Fax Number : (239) 514-0377

RECEIVED

04 DEC 27 PM 4:12

DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

ZS Operations, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 DEC 27 AM 8:59

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF ORGANIZATION**OF****ZS OPERATIONS, LLC****ARTICLE I****NAME AND ADDRESS**

The name of this Limited Liability Company shall be ZS Operations, LLC (the "Company"). The mailing address and street address of the principal office of the Company is 2606 South Horseshoe Drive, Naples, Florida 34104.

ARTICLE II**DURATION**

The Company shall exist perpetually until dissolved pursuant to a written agreement of all members of the Company, or as provided by law, or as provided by the Company's Operating Agreement.

ARTICLE III**DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the registered agent and office of the Company shall be Richard C. Grant, Grant, Fridkin, Pearson, Athan & Crown, P.A., 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108.

ARTICLE IV**MANAGEMENT OF COMPANY BUSINESS**

The Company's day to day business will be managed by one or more managers and is therefore a manager-managed company.

ARTICLE V**LIMITATIONS ON MEMBERS**

The Members shall not take any action on behalf of this Company that is prohibited by the Florida Limited Liability Company Act, or any action that requires consent of the other Members of the Company without first obtaining the prior written consent of all Members of the

2004 DEC 27 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Company. Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no Member of the Company shall be an agent of the Company solely by virtue of being a member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VI

RIGHT TO CONTINUE BUSINESS OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any Member of the Company, or upon the occurrence of any other event that terminates the continued membership of a Member in the Company, the remaining Member or Members shall have the right to continue the business of the Company in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VII

AMENDMENTS

These Articles may be amended from time to time by the written consent of all Members of the Company.

WITNESS, the hand of the undersigned authorized representative of the Members and the Company this 27th day of December, 2004.


Richard C. Grant, Esq.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for ZS Operations, LLC, at the place designated in these Articles of Organization, I state that I am familiar with and do hereby accept the appointment and obligation of registered agent and agree to comply with the laws of the State of Florida relating to the proper and complete performance of my duties.


Richard C. Grant

2004 DEC 27 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED