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Law Office of  
**ZADEN & WARDELL, P.A.**  
Suite 200  
1749 Northeast 26th Street  
Fort Lauderdale, Florida 33305

*James A. Wardell, Esquire*  
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*John P. Seiler, Esquire,*  
*of Counsel*

additional office,  
Tampa, FL

January 12, 2000

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-01/14/00--01044--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Zaden & Company, Inc.

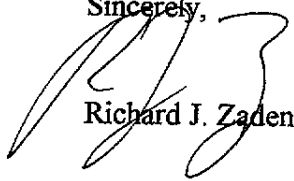
Dear Sir/Madam:

Please find enclosed an original and a photocopy of the Articles of Incorporation to form the above-named corporation. The designation of the Registered Agent for the corporation is made in the text of the Articles, while the acceptance by the named Registered Agent is attached to the back of the Articles. Also please find enclosed a check in the amount of \$78.75 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	35.00
Certification Fee - Articles of Incorporation \$ <u>8.75</u>	
<b>TOTAL</b>	<b>\$ 78.75</b>

If you find the enclosures in order, please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me as soon as possible in the enclosed addressed and stamped envelope. Thank you for your assistance in this matter.

Sincerely,



Richard J. Zaden

RJZ:mm  
Enclosures  
Rjz\Zaden & Company\art-inc.doc

FILED  
00 JAN 14 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
ZADEN & COMPANY, INC.  
a Florida Corporation**

**FILED**  
00 JAN 14 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME**

The name of the Corporation is Zaden & Company, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office is 1749 NE 26<sup>th</sup> Street, Suite 200, Fort Lauderdale, Florida 33305 the mailing address of the Corporation is the same.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV - CAPITAL STOCK**

The Corporation is authorized to issue 200 shares of common stock, 1.00 Dollar (\$1.00) par value per share.

**ARTICLE V- INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

**Name**

**Address**

Richard Zaden, Esquire

1749 Northeast 26th Street, Ste. 200  
Fort Lauderdale, Florida 33305

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold office until the first annual meeting of shareholders and until successor(s) shall have been elected and qualified, or until the directors' earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Name

Address

Richard J. Zaden

1749 NE 26<sup>th</sup> Street, Suite 200  
Fort Lauderdale, Florida 33305

#### ARTICLE VII - INCORPORATOR(S)

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

Name

Address

Richard J. Zaden

1749 NE 26<sup>th</sup> Street, Suite 200  
Fort Lauderdale, Florida 33305

#### ARTICLE VIII - AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

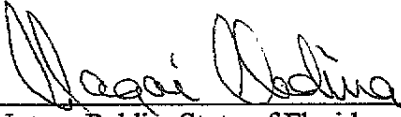
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 12 day of January, 2000.

  
Richard J. Zaden  
INCORPORATOR

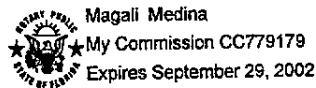
STATE OF FLORIDA     )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared Richard J. Zaden, who is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 2 day of January, 2000.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

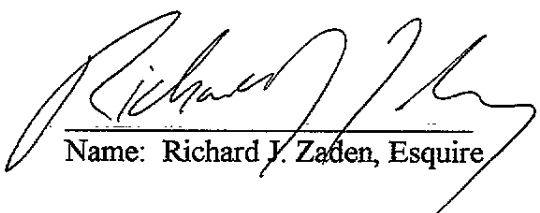
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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of Zaden & Company, Inc., as made in the foregoing Articles of Incorporation.

Date: 1/12/00

  
Name: Richard J. Zaden, Esquire

**FILED**  
00 JAN 14 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA