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3320 S.W. 87th AVENUE					
(Address)					
MIAMI, FLORIDA (305)552- (City, State, Zip) (Pho	-5973 one #)				
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LOCAL REPRESENTATIVE TALLAR	HASSEE	OFFICE USE ONLY			
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NonProfit	Resignation of R.A.,	Officer/Director			
. Limited Liability	Change of Registered	Agent	. .		
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OTHER FILNGS Annual Report Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reipstatement Trademark	SHOIL SHOIL VOIN	FEB SI AMII:	ÇG	
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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 24, 2000

LAZARUS

MIAMI, FL

P-20555

SUBJECT: ZACHARY, INC. Ref. Number: W00000005104

We have received your document for ZACHARY, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 900A00010048



ARTICLES OF INCORPORATION

OF

CARL ZACHARY, INC.



The undersigned; for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT hereby adopts the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation is CARL ZACHARY, INC.

ARTICLE TWO COMMENCEMENT AND DURATION

The corporation existence shall commence on January 1st,2000 and shall be perpetual unless terminated by law.

ARTICLE THREE CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is 100, all of which shall be common shares with \$1.00 par value. The corporation shall have a lien on the stocks or dividends due any shareholder indebted to the corporation.

ARTICLE FOUR INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation shall be the SAME as the principal office. and the name of the initial registered agent at such address is CARL Z. DYKES, at 1940 N.E. 163 STREET,, NORTH MIAMI BEACH FL 33162.

ARTICLE FIVE PREEMPTIVE RIGHTS

The shareholders shall have Preemptive Rights.

ARTICLE SIX INITIAL DIRECTOR AND OFFICER

The name and address of the initial Director of the Corporation:

Name

Address

CARL Z. DYKES

1940 N.E. 163 STREET NORTH MIAMI BEACH, FL 33162

ARTICLE SEVEN INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>

<u>Address</u>

CARL Z. DYKES

1940 N.E. 163 STREET NORTH MIAMI BEACH, FL 33162

The undersigned has executed these Articles of Incorporation this 26th day of January, 2000.

CARL Z. DYKES

INCORPORATOR

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: CARL ZACHARY, INC.
- 2. The name and address of the registered agent and office is:

CARL Z. DYKES 1940 N.E. 163 STREET NORTH MIAMI BEACH, FL 33162

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATURES.

SIGNATURE X

CARL Z. ØYKES REGISTERED AGENT January 26th, 2000

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ECRETARY OF STATE
LAHASSEE FLORING