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PO00000050092
May 12, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Zemkoski Management Corp.

Dear Sir/Madam:

Enclosed please find an original plus one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 representing the required filing fee. I would appreciate receiving a certified copy of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,

FRESE, NASH & HANSEN, P.A.

Charles Ian Nash

CIN/sr
Enclosures as stated

FILED
00 MAY 15 AM 11:53
TALLAHASSEE, FLORIDA

cc.
5-22-00

ARTICLES OF INCORPORATION
OF
ZEMKOSKI MANAGEMENT CORP.

FILED
MAY 15 AM 11:53
TALLAHASSEE, FLORIDA
STATE SECRETARY OF STATE

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is Zemkoski Management Corp.

ARTICLE II

This Corporation shall commence upon the filing of these Articles and shall exist perpetually.

ARTICLE III

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

ARTICLE IV

The Corporation is authorized to issue 5,000 shares of no par value, Class A voting common stock, and 5,000 shares of no par value, Class B non-voting common stock. The holders of Class A common stock shall have exclusive rights to notice of shareholders' meetings and exclusive voting rights and powers. In all other respects, the rights attendant to Class A and Class B common stock, once issued, shall be identical in all respects.

This Corporation is not authorized to issue shares in series or in less than whole shares.

ARTICLE V

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

ARTICLE VI

The initial street and mailing address of the principal place of business of the Corporation is 601 E. Strawbridge Avenue, Melbourne, Florida 32901. The initial address in Florida of the initial registered office of this Corporation is 601 E. Strawbridge Avenue, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is Rex E. Moule, Esquire.

ARTICLE VII

The initial Board of Directors shall consist of two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Frank R. Zemkoski
601 E. Strawbridge Avenue
Melbourne, FL 32901

Jean A. Zemkoski
601 E. Strawbridge Avenue
Melbourne, FL 32901

ARTICLE VIII

The Shareholders of this Corporation shall adopt By-Laws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

ARTICLE IX

The name and address of the initial incorporator is as follows: Rex E. Moule, Esquire, 601 E. Strawbridge Avenue, Melbourne, Florida 32901.

ARTICLE X


The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 17th day of April, 2000.



Rex E. Moule, Incorporator

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Rex E. Moule, Registered Agent

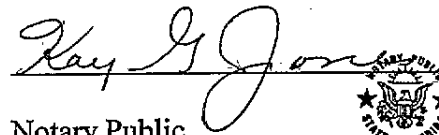
FILED
MAY 15 AM 11:53
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, Rex E. Moule, who is personally

known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 17th day of April, 2000.



Notary Public
State of Florida
My Commission Expires:



Kay G. Jones
My Commission CC613609
Expires February 9, 2001