



**THE UNITED STATES  
CORPORATION  
COMPANY**

*P0000072629*

FILED

00 JUL 31 PM 1:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 781311 80746A

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : July 31, 2000

ORDER TIME : 10:24 AM

ORDER NO. : 781311-005

500003339925--9

CUSTOMER NO: 80746A

CUSTOMER: Keith Sands, Esq  
Franson Aldridge & Sands, P.a.

Suite 200  
1551 Atlantic Boulevard  
Jacksonville, FL 32207

DOMESTIC FILING

NAME: ZTAG, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

*PH 7/31/00*

RECEIVED  
00 JUL 31 AM 9:22  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ZTAG, INC.**

FILED

00 JUL 31 PM 1: 28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
Name**

The name of this corporation is **ZTAG, INC.**

**ARTICLE II  
Nature of Business**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III  
Capital Stock**

The authorized capital of this corporation shall be one thousand (1,000) shares of common stock with a par value of \$0.01 per share.

**ARTICLE IV  
Term of Existence**

This corporation shall exist perpetually.

**ARTICLE V  
Address**

The initial street address of the principal office of this corporation is:

103 Century 21 Drive, Suite 112  
Jacksonville, Florida 32216

The Board of Directors may from time-to-time move the principal office to any other address in Florida.

**ARTICLE VI  
Directors**

This corporation shall have two (2) directors initially. The number of Directors may be increased or decreased from time to time, by Bylaws adopted by the shareholders.

**ARTICLE VII**  
**Initial Directors**

The name and street address of the members of the first Board of Directors are:

Ken Kuester  
103 Century 21 Drive, Suite 112  
Jacksonville, Florida 32216

Forrest J. Harris  
103 Century 21 Drive, Suite 112  
Jacksonville, Florida 32216

**ARTICLE VIII**  
**Incorporator**

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

J. KEITH M. SANDS, ESQUIRE  
1551 Atlantic Blvd., Suite 200  
Jacksonville, FL 32207

**ARTICLE IX**  
**Section 1244 Stock**

The Board of Directors is authorized to issued "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

**ARTICLE X**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is:

1551 Atlantic Boulevard, Suite 200  
Jacksonville, FL 32207

The name of the registered agent of this corporation located at the address above is:

FRANSON, ALDRIDGE & SANDS, P.A.

**ARTICLE XI**  
**Amendment**

These Articles of Incorporation may be amended, altered, changed, or repealed at any time, and from time-to-time, in the manner now or hereafter prescribed by the applicable Florida

Statutes, and all rights conferred on a shareholder herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII  
Effective Date

The existence of this corporation shall commence upon the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida.

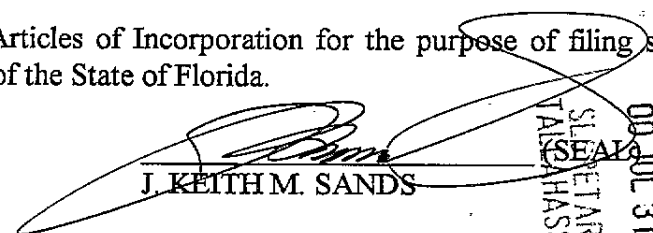
ARTICLE XIII  
Acceptance of Appointment as Registered Agent

Pursuant to Section 607.034, 607.037, and 607.325, Florida Statutes, the undersigned certifies that he is familiar with and accepts the obligations of the aforementioned statutes as the initial registered agent of this corporation.

FRANSON, ALDRIDGE & SANDS, P.A.

  
J. KEITH M. SANDS, Vice President

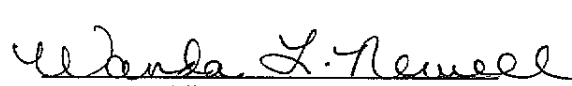
The undersigned submits these Articles of Incorporation for the purpose of filing same with the Office of the Secretary of State of the State of Florida.

  
J. KEITH M. SANDS

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Keith M. Sands, to me known to be the person described herein as the incorporator and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 28<sup>th</sup> day of July, 2000.

  
Notary Public  
My Commission Expires:

WANDA L. NEWELL  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Sept. 13, 2000  
Commission No. CC585639

FILED  
09 JUL 31 PM 1:23  
SEAL  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. Keith M. Sands, Vice President of Franson, Aldridge & Sands, P.A. to me known to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 28<sup>th</sup> day of July, 2000.

Wanda L. Newell

Notary Public

My Commission Expires:

corp\ztag\aoi

WANDA L. NEWELL  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Sept. 13, 2000  
Commission No. CC585639