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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Via Federal Express

July 27, 2000

CORPORATE RECORDS BUREAU

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

400003344344-7
-08/03/00--01001--003
*****78.75 *****78.75

Re: **Incorporation of ZWEIG ENTERPRISES, INC.**
Registration of THE BEEPER GUYS

Dear Sir or Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation for **ZWEIG ENTERPRISES, INC.** Further enclosed is our trust check payable to the Secretary of State in the amount of \$78.50 to cover the filing fee and registered agent designation and one certified copy of the Articles of Incorporation.

Also enclosed is the original executed Application For Registration Of Fictitious Name for **THE BEEPER GUYS** together with our check payable to the Secretary of State in the amount of \$50.00 to cover the filing fee. Please fill in the Florida Registration Number for Zweig Enterprises, Inc., once the corporation has been processed.

Please return to our office a copy of the Articles as filed. Thank you for your prompt attention to this matter.

Very truly yours,
ROGERS, MORRIS & ZIEGLER

Mark F. Booth

MFB:nmk
Enclosures

ARTICLES OF INCORPORATION
OF
ZWEIG ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is: **ZWEIG ENTERPRISES, INC.**

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock (Voting and Non-Voting Stock)

This corporation is authorized to issue **One Hundred Thousand (100,000) shares of One (\$1.00) Dollar** par value common stock.

Article V - Principal Office

The street address of the principal office of this corporation is **1000 River Reach Drive, #401, Fort Lauderdale, FL 33315.**

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is **1000 River Reach Drive, #401, Fort Lauderdale, FL 33315** and the name of the initial registered agent of this corporation at that address is **MARC ZWEIG.**

Article VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increase or diminished from time to time by the By-Laws but shall never be less than one (1).

Director:

MARC ZWEIG - President/Director
1000 River Reach Drive, #401
Fort Lauderdale, FL 33315

Article VIII- Incorporator

The name and address of the person signing these Articles of Incorporation is: **MARC ZWEIG, 1000 River Reach Drive, #401, Fort Lauderdale, FL 33315.**

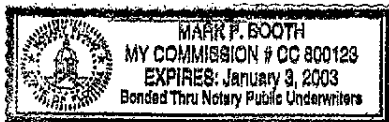
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of July, 2000.


MARC ZWEIG, Subscriber

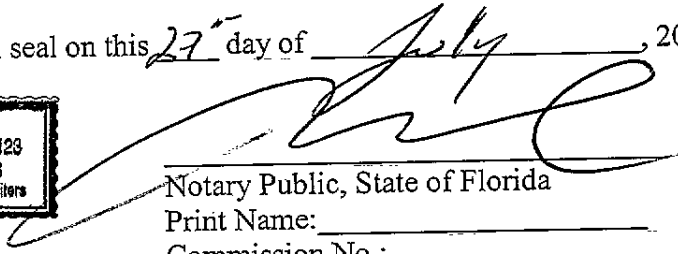
STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a notary public, appeared MARC ZWEIG, who is personally known to me or who has produced _____, upon which I relied as identification, and being known to me to be the person described in and who executed the foregoing instrument, and acknowledged under oath to and before me that he executed said instrument for the purposes expressed therein.

WITNESS my hand and official seal on this 27th day of July, 2000.



My Commission Expires:


Notary Public, State of Florida

Print Name: _____

Commission No.: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST -- THAT **ZWEIG ENTERPRISES, INC.**, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE
OF BUSINESS AT 1000 River Reach Drive, #401, Fort Lauderdale, FL 33315, HAS NAMED
MARC ZWEIG LOCATED AT 1000 River Reach Drive, #401, Fort Lauderdale, FL 33315, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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.



MARC ZWEIG

DATED: July 27, 2000.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA