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ACCOUNT NO. : 072100000032

REFERENCE : 808288 11626A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 23, 2000

ORDER TIME : 11:43 AM

ORDER NO. : 808288-005

CUSTOMER NO: 11626A

CUSTOMER: Mr. Lester B. Law
Myers Krause & Stevens

Suite 600
5811 Pelican Bay Boulevard
Naples, FL 34108

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: ZIMMERMAN PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom - EXT. 1104

EXAMINER'S INITIALS:

RECEIVED
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DIVISION OF CORPORATIONS
TAMARA ODOM
[Signature]

File 1st

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ARTICLES OF INCORPORATION
OF
ZIMMERMAN PARTNERS, INC.

The undersigned Incorporator to these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is ZIMMERMAN PARTNERS, INC.

ARTICLE II - ADDRESS

The principal place of business and mailing address of the corporation is 1708 Venezia Way, Naples, Florida 34105.

ARTICLE III - PURPOSE

This corporation may engage or transact in any or all lawful activities or business.

ARTICLE IV - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is one thousand (1,000) shares of common stock having a par value of \$0.01 per share.

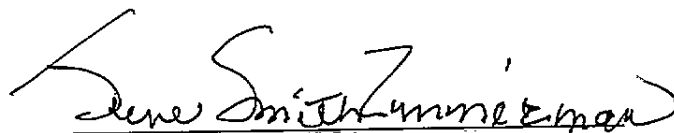
ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o Myers Krause & Stevens, Chartered, Suite 600, 5811 Pelican Bay Boulevard, Naples, Florida, 34108, and the name of the initial registered agent of this corporation at that address is LESTER B. LAW, Esq.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is June S. Zimmerman, 1708 Venezia Way, Naples, Florida 34105.

The Incorporator has executed and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 16th day of August, 2000.


JUNE S. ZIMMERMAN

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DIVISION OF CORPORATIONS

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND
REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, ZIMMERMAN PARTNERS, INC., desiring to be organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:

The name and address of the registered agent and office are:

LESTER B. LAW
c/o Myers Krause & Stevens, Chartered
Suite 600
5811 Pelican Bay Boulevard
Naples, Florida 34108

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



LESTER B. LAW
Registered Agent

Date: 8/17/00