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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 24 PM 1:38

ORDER DATE : October 24, 2000

ORDER TIME : 10:45 AM

ORDER NO. : 873619-005

CUSTOMER NO: 4312129

CUSTOMER: Barbara A. Sloan, Esq
Dickenson Murdoch Rex & Sloan,
Chartered
Suite 410
980 North Federal Highway
Boca Raton, FL 33432

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DOMESTIC FILING

NAME: ZEROID R & D, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

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ARTICLES OF INCORPORATION
OF
ZEROID R & D, INC.

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ARTICLE I.

NAME

The name of the Corporation is: ZEROID R & D, INC.

ARTICLE II.

DURATION

This Corporation shall have perpetual existence.

ARTICLE III.

PURPOSE

This Corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV.

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation
is 5601 N.W. 2nd Avenue, Suite 120, Boca Raton, FL 33487.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
Corporation is 980 North Federal Highway, Suite 410, Boca Raton,
Florida 33432, and the name of the initial registered agent of this
Corporation at that address is Barbara A. Sloan, Esq. By execution

of these Articles of Incorporation, Barbara A. Sloan, Esq. (registered agent), acknowledges and accepts the duties and responsibilities as registered agent for said Corporation.

ARTICLE VI.

BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially.

The number of directors may be increased or decreased from time to time by the By-Laws.

ROBERT S. DORFMAN, Director
5601 N.W. 2nd Avenue, Suite 120, Boca Raton, FL 33487

RUTH K. DORFMAN, Director
5601 N.W. 2nd Avenue, Suite 120, Boca Raton, FL 33487

ARTICLE VII.

CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE VIII.

INCORPORATOR

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

ROBERT S. DORFMAN
5601 N.W. 2nd Avenue, #120
Boca Raton, FL 33487

ARTICLE IX.

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X.

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE XI.

ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XII.

INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

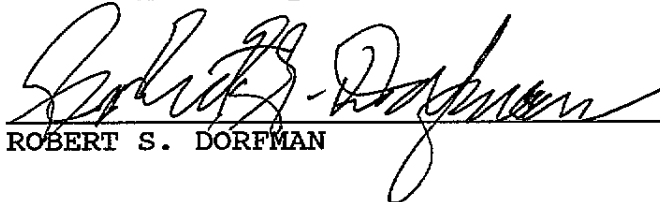
ARTICLE XIII.

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendments hereto,

and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of October, 2000.

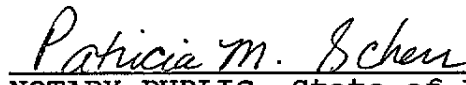

ROBERT S. DORFMAN

STATE OF FLORIDA

COUNTY OF PALM BEACH

Subscribed, acknowledged and sworn to before me by ROBERT S. DORFMAN, who is personally known to me or who has produced a driver's license as identification, and who did take an oath, on this 20th day of October, 2000.




NOTARY PUBLIC, State of Florida
Patricia M. Scherr
(Print Name of Notary)
State of Florida at Large (Seal)

My Commission Expires:

Serial Number, if any

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ACCEPTANCE OF REGISTERED AGENT

The undersigned being named as Registered Agent to accept service of process of ZEROID R & D, INC., at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date: 10/20/00


BARBARA A. SLOAN, ESQ.