

Robert C. Nettleton

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30 North Sixth Street

Post Office Box 277

Haines City, Florida 33845-0277

January 22, 2001

Department of State

State of Florida

P.O. Box 6327

Tallahassee, Florida 32314

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

RE: Z Fusion Technologies, Inc.

Dear Sir:

Enclosed, please find the following instruments in the above regard:

- (1) Original and one copy of Articles of Incorporation
- (2) Resident Agent Certificate.

Also enclosed is my trust account check in the amount of \$78.75 representing the following:

Filing Fee.....	\$ 70.00
Certified copy of Articles.....	\$ 8.75
Resident Agent Certificate	
Total	\$ 78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return the certified copy of Articles to this office

Very truly yours,


Robert C. Nettleton

jn

Enclosures

T. Burch JAN 29 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Z FUSION TECHNOLOGIES, INC.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Z Fusion Technologies, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and street address of the corporation is 103 Lake Whistler Drive, Auburndale, Florida 33823. The mailing address is 103 Lake Whistler Drive, Auburndale, Florida 33823.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having no par value.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is James T. Nettleton, 1849 Peninsular Drive, Haines City, Florida 33844.

ARTICLE V: INCORPORATORS

The name and address of each incorporator of the corporation is, James T. Nettleton, 1849 Peninsular Drive, Haines City, Florida 33844 and David Brown, 103 Lake Whistler Drive, Auburndale, Florida 33823.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is James T. Nettleton, 1849 Peninsular Drive, Haines City, Florida 33844 and David Brown, 103 Lake Whistler Drive, Auburndale, Florida 33823.

The undersigned have executed these Articles of Incorporation this 22nd day of January, 2001.



JAMES T. NETTLETON



DAVID BROWN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, 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.

1. The name of the corporation is: Z FUSION TECHNOLOGIES, INC.

2. The name and street address of the registered agent and office is: JAMES T. NETTLETON, 1849 Peninsular Drive, Haines City, Fl 33844

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.


JAMES T. NETTLETON