

P010000023915

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

RE: Z - Group Independent Associates, Inc

100003798991--9
-03/05/01--01139--014
*****78.50 *****78.50

Enclosed are an original and one (1) copy of the Articles of Incorporation and a check for \$78.50

From: Name Z - Group Independent Associates, Inc.

Address 6877 Aveinda de Galvez

City Navarre

State & Zip Florida, 32566

Telephone 850 936-0382

FILED
01 FEB -5 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXPIRATION DATE
3-1-01

3-7-01
WC

ARTICLES OF INCORPORATION

OF

Z - GROUP INDEPENDENT ASSOCIATE, INC.

FILED
01 FEB - 5 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be: Z-GROUP INDEPENDENT ASSOCIATE, INC.

ARTICLE II - BUSINESS PURPOSE

RECEIVED
3-1-01

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

ARTICLE III - CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or service at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribed to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter, authorized, or any notes, debentures, bonds, to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE IV - CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business will be one thousand dollars (\$1000.00).

ARTICLE V - TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of this corporation shall be located at:

6877 Avenida de Galdez
Navarre, FL 32566

but the corporation shall have the power to relocate its principal office or to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

EFFECTIVE DATE

3-1-01

ARTICLE VII - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The names and street addresses of the members of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an

election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified, are:

Michael C. Zimmerman

6877 Avenida de Galdez
Navarre, FL 32566

Monique C. Zimmerman

6877 Avenida de Galdez
Navarre, FL 32566

ARTICLE IX - INCORPORATOR

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

Michael C. Zimmerman
6877 Avenida de Galdez
Navarre, FL 32566

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the March 1, 2001.

ARTICLE XI - TRANSACTIONS WITH CORPORATION

No contract or other transaction between this corporation and any other corporation and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that (he) or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other

corporations or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or trans- action, with like force and effect as if (he) were not such officer of director of such other corporation or member of such firm, or not so interested.

ARTICLE XII – BY-LAWS

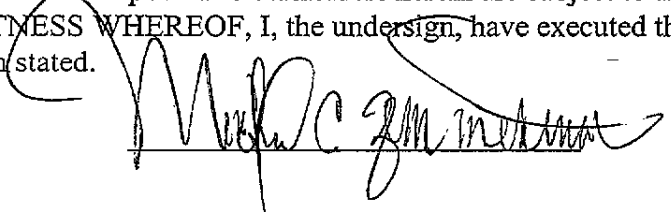
(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended, or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions for requirements for the management or conduct of the affairs and business.

ARTICLE XIII - AMENDMENTS

The Corporation reserves the right to amend, alter, or change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statue, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersign, have executed these Articles for the uses and purpose therein stated.



STATE OF FLORIDA)

COUNTY OF ESCAMBIA)

Before me, a undersigned authority, on this twenty-third day of February, 2001 personally appeared Michael C. Zimmerman to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

IN WITNESS my hand and affixed my official seal date aforesaid.


NOTARY PUBLIC

FLDL# 2565-543-58-341-0
IDENTIFICATION PRODUCED



My commission expires: Aug. 23, 2004

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

STATE OF FLORIDA)

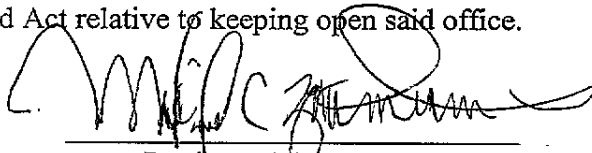
COUNTY OF ESCAMBIA)

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 6877 Avenida de Galdez, Navarre, Santa Rosa County, Florida, has named Michael C. Zimmerman as its agent to accept service of process within this state.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Registered Agent