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REPLY TO:

P.O. BOX 4195

SARASOTA, FLORIDA 34230

May 17, 2001

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

RE: Z-P SARASOTA, INC.

Dear Sir or Madame:

Enclosed herewith is an original and copy of the Articles of Incorporation for the referenced corporation. Please return an acknowledgment copy to my attention at the above address.

If you have any questions, please contact 300004270929--6  
-05/18/01--01059--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Very truly yours,

ICARD, MERRILL, CULLIS,  
TIMM, FUREN & GINSBURG, P.A.

Sharon Firlotte  
Certified Legal Assistant to  
Charles J. Bartlett

Enclosures

FILED  
01 MAY 18 AM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSE

MAY 24 2001

ARTICLES OF INCORPORATION

OF

Z-P SARASOTA, INC.

ARTICLE 1. - NAME

The name of the corporation is Z-P SARASOTA, INC.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 501 North Beneva Road, Suite 636, Sarasota, FL 34232. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 501 North Beneva Road, Suite 636, Sarasota, FL 34232. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

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

ARTICLE 5. - SHARES

This corporation is authorized to issue 10,000 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida 34237, and the name of the initial registered agent of this

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corporation at that address is Charles J. Bartlett, Esquire.

ARTICLE 7. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Eddie Pawl  
501 North Beneva Road, Suite 636  
Sarasota, FL 34232

John Zipay  
501 North Beneva Road, Suite 636  
Sarasota, FL 34232

ARTICLE 8. - INCORPORATOR

The name and address of the Incorporator is:

John Zipay  
501 North Beneva Road, Suite 636  
Sarasota, FL 34232

ARTICLE 9. - CUMULATIVE VOTING

All shareholders are entitled to cumulate their votes for directors.

ARTICLE 10. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such

office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE 11. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

The undersigned Incorporator has executed these Articles of Incorporation on the 17th day of May, 2001.

John Zipay  
JOHN ZIPAY

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 17th day of May, 2001 by JOHN ZIPAY is personally known to me or who has produced N/A as identification and who did take an oath.



Sharon D. Firlotte  
MY COMMISSION # CC957172 EXPIRES  
JULY 26, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

Sharon D. Firlotte  
Signature of Notary

Sharon D. Firlotte  
Name of Notary (typed or printed)

Notary Public, State of Florida  
Serial Number \_\_\_\_\_

My Commission Expires:

ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT FOR  
Z-P SARASOTA, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Date: May 17th, 2001.



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CHARLES J. BARTLETT, ESQUIRE  
Registered Agent

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TALLAHASSEE, FLORIDA