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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

THE ZERNON CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	045
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**ARTICLES OF INCORPORATION OF
THE ZERNON CORPORATION**

ARTICLE I - NAME

The name of this Corporation shall be: **THE ZERNON CORPORATION.**

ARTICLE II - COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III - PURPOSE

This corporation is being organized for the purpose of conducting any business authorized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation shall have the authority to issue one hundred (100) shares of common capital stock with a par value of one dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rate share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which shares are offered to others.

ARTICLE VI - TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge or encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value

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thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation falls refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by the corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as the members of the initial Board of Directors are: Daniel Dailey - 245 North Ocean Drive, Suite 303, Deerfield Beach, Florida 33441.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX - PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of the corporation's principal office is: 245 North Ocean Drive, Suite 303, Deerfield Beach, Florida 33441.

The address of this corporation's initial registered office shall be: Daniel Dailey - 245 North Ocean Drive, Suite 303, Deerfield Beach, Florida 33441.

The name of the individual who shall serve as this corporation's initial registered agent at the address is: DANIEL DAILEY.

ARTICLE X - INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Daniel Dailey - 245 North Ocean Drive, Suite 303, Deerfield Beach, Florida 33441.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments thereto. Any rights conferred upon the shareholders shall be the subject to this reservation.



DANIEL DAILEY, Incorporator of
THE ZERNON CORPORATION

STATE OF FLORIDA)
 ss:
COUNTY OF BROWARD)

The foregoing Instrument was acknowledged before me this 15th day of June, 2001, by DANIEL DAILEY, as the individual who shall serve as this corporation's initial incorporator and who has produced a current driver's license as identification or who is personally known to me and did take an oath.



(Signature of Notary Public)

(Printed name of Notary Public)



Jeffrey M. Ostrow
Commission # CC 722749
Expires March 8, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

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Notary Public. Serial Number (if any):
My commission expires:

Seal:

I, DANIEL DAILEY, accept my designation as resident agent and agree to serve as the resident agent of THE ZERNON CORPORATION, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for THE ZERNON CORPORATION.



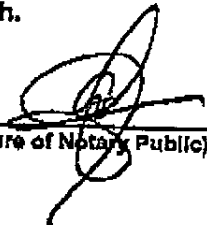
DANIEL DAILEY, Registered Agent of
THE ZERNON CORPORATION

STATE OF FLORIDA)

SS:

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 15th day of June, 2001 as the individual who shall serve as this corporation's initial registered agent who has produced a current driver's license as identification or who is personally known to me and did take an oath.

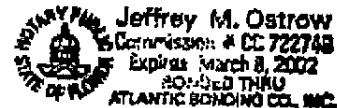


(Signature of Notary Public)

(Printed name of Notary Public)
Notary Public. Serial Number (if any):
My commission expires:



Seal:



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