

Division of Corporations

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**PO1000076469****Florida Department of State**

Division of Corporations

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Katherine Harris, Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
01 AUG -3 PM 12:04**FLORIDA PROFIT CORPORATION OR P.A.****Transition Zone Inc.**

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ARTICLES OF INCORPORATION  
OF  
TRANSITION ZONE, INC.

Article I  
Name

The name of the corporation is Transition Zone, Inc.

Article II  
Duration

The corporation shall have a perpetual existence.

Article III  
Purpose

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

Article IV  
Address

The principal place of business of this corporation shall be:

1010 Seminole Drive #1402  
Ft. Lauderdale, Florida 33304

The mailing address of this corporation shall be:

1010 Seminole Drive #1402  
Ft. Lauderdale, Florida 33304

Article V  
Capital Stock

The corporation is authorized to issue One Thousand (1,000) shares of U.S. 001/100 Dollar (\$0.001) par value per share common stock.

Article VI  
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1010 Seminole Drive

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#1402, Ft. Lauderdale, Florida 33304, and the name of the initial registered agent of this corporation at the address is Mike Scherwitz. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII  
Initial Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1).

Article VIII  
Incorporator

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

Mike Scherwitz  
1010 Seminole Drive #1402  
Ft. Lauderdale, Florida 33304

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X  
Indemnification

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all claims, demands, losses, costs, expenses, obligations, liabilities, damages, recoveries and deficiencies, including interest, penalties, and reasonable attorney's fees, embracing but not limited to those incurred in defending a claim, action, suit, proceeding, whether civil, criminal, administrative or investigative, as well as appeals, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings; and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office; and shall continue as to a person who has ceased to be a director, officer, employee or agent; and shall inure to the benefit of the heirs, executors and administrators of such a person; and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI  
Amendment

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The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation

Article XII  
Bylaws

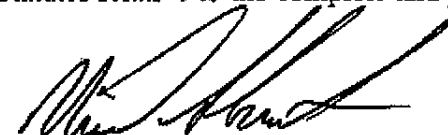
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

  
Mike Scherwitz

DATED: July 30, 2001.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Transition Zone, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

  
Mike Scherwitz.

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