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March 13, 2002

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Zarnett Investments, Inc.

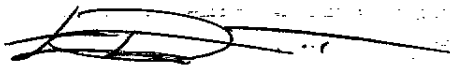
Dear Sir or Madam:

Enclosed herein please find two original Articles of Incorporation for the above named corporation, and my bank check payable to the Florida Department of State in the amount of \$78.75 to cover the following:

|                              |             |
|------------------------------|-------------|
| Filing Fee                   | \$35.00     |
| Registered Agent Designation | 35.00       |
| Certified Copy               | <u>8.75</u> |
| Total                        | \$78.75     |

Please return the certified copy to the undersigned at the address indicated. If you require any additional information, please telephone me.

Sincerely yours,



Laurie L. Zarnett  
1123 Van Buren Street  
Hollywood, Florida 33019  
954-924-4056

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 22 PM 1:03

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~~1002-8277~~

ARTICLES OF INCORPORATION

OF

ZARNETT INVESTMENTS, INC.

\* \* \* \* \*

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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ARTICLE I. NAME

The name of the corporation is Zarnett Investments, Inc.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A. To engage in any lawful business in any lawful manner in any place in this State, Nation, or any place or country in the world whenever desired and upon compliance and in accordance with and pursuant to the laws, rules, statutes, treaties, regulations, and customs thereof, including, by way of example and not limitation, foreign trade, shipping, air, water, rail, automotive, or other transportation, manufacturing, mining and development of minerals, oil production, refining, marketing and related business, refuse and waste collection and treatment, investments, farming, packing, canning, lumbering, real estate, ship building, salvage, marketing retail, wholesale or other business of the businesses, operating of hotels, lodging, or house accommodations of every kind and description, and any other lawful business now or hereafter authorized to be conducted lawfully in this or any other country in the world.

### ARTICLE III. CAPITAL STOCK

A. The amount of total authorized capital stock of this corporation is Five Thousand Dollars (\$5,000.00), divided into fifty thousand (50,000) shares of common stock with a nominal or par value of ten cents (\$.10).

B. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, labor or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the corporate stock at such valuation as may be fixed by the Directors.

C. Every holder of common stock of this corporation shall be entitled, as of right, to subscribe for and purchase, or receive any new or additional issue of stock of any class, whether now or hereafter authorized, or any bond, debentures, treasury stock, or other securities of this corporation convertible into stock of any class and all such additional shares of stock and securities to be subscribed shall be issued to such stockholders in the same ratio that their then stock ownership in the corporation bears to all other outstanding stock in the corporation.

### ARTICLE IV. INITIAL CAPITAL

This corporation shall begin business with not less than Five Hundred Dollars (\$500.00) of paid-in capital.

### ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

### ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 1123 Van Buren St., Hollywood, Florida, 33019.

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VII. DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased from time to times by the by-laws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VIII. TRANSFERABILITY OF SHARES

This corporation, and any or all of the stockholders of this corporation, may from time to time enter into such agreements as they deem expedient relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the by-laws of this corporation may likewise include provisions for the making of such agreement, as aforesaid.

#### ARTICLE IX. TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual firm, shall be in any way affected or invalidated by the fact that any of the Directors of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction is authorized or confirmed, and provided,

however, that any such Directors of this corporation who are 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 or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

#### ARTICLE X. REPLACING STOCK CERTIFICATES

The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

#### ARTICLE XI. INITIAL DIRECTORS

The name and address of each of the members of the first Board of Directors are:

| <u>NAME</u>       | <u>ADDRESS</u>                                 |
|-------------------|------------------------------------------------|
| LAURIE L. ZARNETT | 1123 Van Buren St.<br>Hollywood, Florida 33019 |

#### ARTICLE XII. SUBSCRIBER

The name and post office address of the subscribers to these Articles of Incorporation is as follows:

| <u>NAME</u>       | <u>ADDRESS</u>                                 |
|-------------------|------------------------------------------------|
| LAURIE L. ZARNETT | 1123 Van Buren St.<br>Hollywood, Florida 33019 |


ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the following manner: Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIV. REGISTERED AGENT

That the said Zarnett Investments, Inc. desiring to organize under the laws of the State of Florida hereby designates Laurie L. Zarnett as its Registered Agent and 1123 Van Buren Street, Hollywood, Florida as its Registered Office, and agrees to maintain same at all times.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this Certificate, and have hereunto duly executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth.



LAURIE ZARNETT

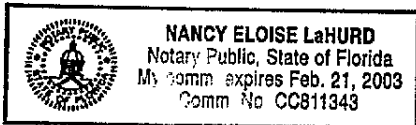
STATE OF FLORIDA

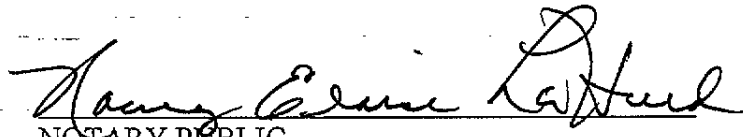
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and

County named above appeared Laurie Zarnett, to me known to be the person described as subscribed in and who executed the foregoing Articles of Incorporation; and she acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 13 day of March, 2002.



  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:

The undersigned having been designated as resident agent of the corporation does accept said position and agrees to act in accordance with the laws of the State of Florida.

Dated this 13 day of March, 2002.

  
LAURIE L. ZARNETT

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAR 22 PM 1:03