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REPLY TO:  
POST OFFICE DRAWER 2926  
WEST PALM BEACH, FL 33402-2926

August 2, 2002

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

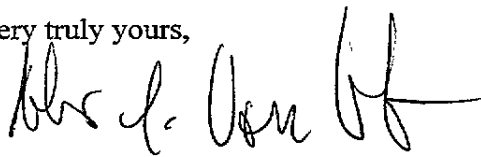
Re: JZ Consulting, Inc.

600006893686--7  
-08/05/02--01042--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed please find Restated of Articles of Incorporation of JZ Consulting, Inc. and a check in the amount of \$35.00 representing your filing fee for same. Please file the Restated Articles of Incorporation with the records of the Secretary of State.

Very truly yours,



ANDREW J. VON GUSTEDT

AJV/rhh

Enclosure

cc: Juri and Kerri Zalzala (w/o enclosure)

FILED  
02 AUG -5 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated  
Articles  
J

**RESTATED ARTICLES OF INCORPORATION  
OF  
JZ CONSULTING, INC.**

Pursuant to the provisions of Section 607.1007, Florida Statutes, JZ CONSULTING, INC., a Florida corporation, (the "Corporation") adopts the following Restated Articles of Amendment:

ARTICLE I. Name

The name of this Florida corporation is:

JZ Consulting, Inc.

ARTICLE II. Address

The Corporation's mailing address is:

JZ Consulting, Inc.  
4200 NW 28<sup>th</sup> Avenue  
Boca Raton, FL 33434

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE III. Registered Agent

The name and address of the Corporation's registered agent is:

Andrew J. Von Gustedt, Esquire  
250 Australian Avenue South, Suite 700  
West Palm Beach, FL 33401

ARTICLE IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Juri Zalzala

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time

in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

#### ARTICLE V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$1.00 per share.

#### ARTICLE VI. Incorporator

The name and address of the incorporator is:

Andrew J. Von Gustedt, Esquire  
Reid, Metzger & Bernhardt, P.A.  
250 Australian Avenue South, Suite 700  
West Palm Beach, FL 33401

#### ARTICLE VII. Corporate Existence

These Restated Article of incorporation shall become effective and the corporate existence will begin on June 25, 2002.

IN WITNESS WHEREOF, JZ CONSULTING, INC., a Florida corporation, has caused these Restated Articles of Amendment to be signed on behalf of the corporation by all of its Officers and Directors this 2<sup>nd</sup> day of August, 2002.

JZ CONSULTING, INC., a  
Florida corporation

By: 

Juri Zaizala, as its Director

By: \_\_\_\_\_

Kerri Zalzalá, as its Director

By: \_\_\_\_\_

Juri Zalzalá, as its President / Treasurer /  
Secretary

## CERTIFICATE

Pursuant to the provisions of Section 607.1007, Florida Statutes, JZ CONSULTING, INC., a Florida corporation, (the "Corporation") certifies the following:

JZ Consulting, Inc. has not issued stock, therefore, the Restated Articles of Incorporation do not contain an amendment requiring shareholder approval. The Board of Directors have unanimously approved and duly adopted the Restated Articles of Incorporation.

IN WITNESS WHEREOF, JZ CONSULTING, INC., a Florida corporation, has caused this Certificate to be signed on behalf of the corporation by all of its Officers and Directors this 2nd day of August, 2002.

JZ CONSULTING, INC., a  
Florida corporation

By: 

Juri Zalzal, as its Director

By: 

Kerri Zalzal, as its Director

By: 

Juri Zalzal, as its President / Treasurer /  
Secretary

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / OFFICE**

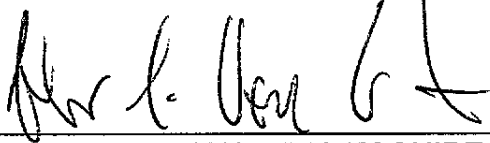
**CORPORATION:**

JZ Consulting, Inc.

**REGISTERED AGENT / OFFICE:**

Andrew J. Von Gustedt, Esquire  
250 Australian Avenue South, Suite 700  
West Palm Beach, FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ANDREW J. VON GUSTEDT, ESQUIRE

Dated: August 2, 2002