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FLORIDA PROFIT CORPORATION OR P.A.

ZOM FLORIDA, INC.

Certificate of Status	1
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July 25, 2002

VIA FACSIMILE

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Division of Corporations
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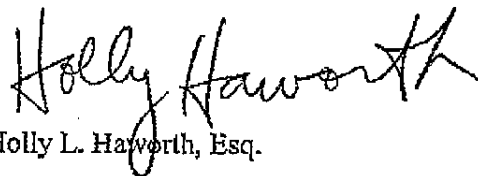
Re: ZOM Florida, Inc.
Ref: W02000021452

To Whom It May Concern:

This filing is being re-sent after a conversation with Tim Burch. The entity being formed, ZOM Florida, Inc., will be owned by ZOM, Inc. These are related entities with common ownership and the same business address.

Please call me at (407) 839-4251 if you have any questions. Thank you.

Sincerely,



Holly L. Haworth, Esq.

HLH:gb
Encs.

JUL-25-02 THU 10:10 AM

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Department of State 7/25/2002 8:24 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 25, 2002

BROAD AND CASSEL (ORLANDO)

SUBJECT: ZOM FLORIDA, INC.
REF: W02000021452

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is 677345. — ZOM, Inc.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filing Section

FAX Aud. #: H02000171285
Letter Number: 502A00045151

per Tim, re-send filing and explain that these entities are related (same owners, etc.) — filing will then go through.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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Facsimile Audit No. H020001712858

ARTICLES OF INCORPORATION
OF
ZOM FLORIDA, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be: ZOM Florida, Inc. (the "Corporation").

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 1950 Summit Park Drive, Suite 300, Orlando, Florida 32810.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

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ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be July 19, 2002 and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801, and the name of the initial registered agent of this Corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be one (1).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Steven W. Patterson	1950 Summit Park Drive, Suite 300 Orlando, Florida 32810

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of the Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

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ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

Name

Street Address

B&C Corporate Services
of Central Florida, Inc.

390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

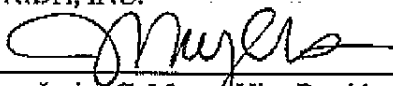
These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of the 19th day of July, 2002.

B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.

By: 

Janice C. Myers, Vice President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

Dated as of the 19th day of July, 2002.

B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.

By: _____



Janice C. Myers, Vice President