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(Address)

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(City/State/Zip/Phone #)

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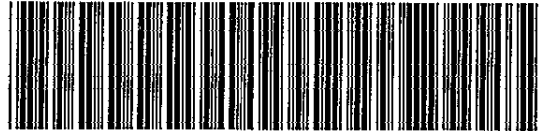
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 NOV -6 PM 4:01

11-9-02

TRANSMITTAL LETTER

Department of State
Division of Corporations
The Capital, PL-2,
Tallahassee, Florida 32399-0250

SUBJECT: Zygote Industries Inc.

FROM:

MARSHALL L. COHEN

Marshall L. Cohen

1412 Royal Palm Square Blvd., Suite 103
Fort Myers, Florida 33916

For further information concerning this matter, please call
MARSHALL L. COHEN at (239) 275-4600.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$ 875 for Filing Fee

**ARTICLES OF INCORPORATION
OF**

Zygote Industries Inc.

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is: Zygote Industries Inc.

ARTICLE II

The street address of the principal place of business of the corporation is: 430 Morgan Circle South, Lehigh Acres, Florida 33936.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is 100, par value \$.10 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV

The initial street address of the corporation's registered office is: 450 Morgan Circle South, Lehigh Acres, Florida, 33936. The initial registered agent for the corporation at that address is: Christopher Lee Chesser.

ARTICLE V

The name and street address of the incorporator of these articles of incorporation is:

Name

Address

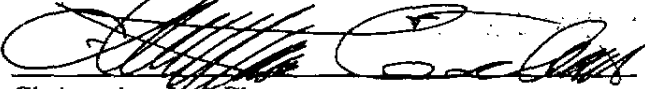
Christopher Lee Chesser

450 Morgan Circle South

Lehigh Acres, Florida 33936

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DIVISION OF CORPORATIONS
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The undersigned has executed these articles of incorporation

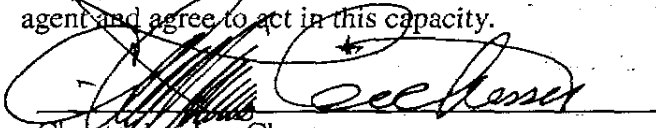


Christopher Lee Chesser
Incorporator

Date

10-24-02

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Christopher Lee Chesser
Registered Agent

Date

10-24-02

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Zygote Industries Inc.
2. The name and address of the registered agent and office is:

Christopher Lee Chesser
450 Morgan Circle South
Lehigh Acres, Florida 33936

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SECRETARY OF CORPORATIONS
02 NOV -6 PM 4:02

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Christopher Lee Chesser

October 24, 2002