

**Electronic Articles of Incorporation
For**

P03000069761
FILED
June 24, 2003
Sec. Of State

ZION HOLDINGS, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

ZION HOLDINGS, INC.

Article II

The principal place of business address:

3240 SW 34TH. STREET
#1107
OCALA, FL. 34474

The mailing address of the corporation is:

PO BOX 3245
OCALA, FL. 34478

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

20,000,000

Article V

The name and Florida street address of the registered agent is:

CLINTON M BECKWITH
3240 SW 34TH. STREET
#1107
OCALA, FL. 34474

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: CLINTON M. BECKWITH

Article VI

The name and address of the incorporator is:

CLINTON M. BECKWITH
3240 SW 34TH. STREET #1107
OCALA, FL 34474

Incorporator Signature: CLINTON M. BECKWITH

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PRES
CLINTON M BECKWITH
3240 SW 34TH. STREET #1107
OCALA, FL. 34474

Title: VP
LINDA J KELLY
3440 ROOSEVELT STREET
HOLLYWOOD, FL. 33021

Article VIII

The effective date for this corporation shall be:

06/21/2003