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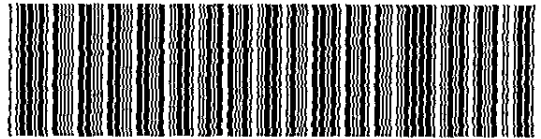
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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DIVISION OF CORPORATIONS  
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**JOHN S. DZURAK  
ATTORNEY AT LAW**

Post Office Box 510400  
306 EAST OLYMPIA AVENUE  
PUNTA GORDA, FLORIDA 33951-0400

**Mailing Address:**  
Post Office Box 510400  
Punta Gorda, Florida 33951-0400  
Phone: (941) 639-3171  
Fax: (941) 639-3634

**Certified Circuit Civil Mediator  
Certified Family Law Mediator**

July 16, 2003

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

**Re: The Zollinger Group, Inc.**

Dear Sirs:

Please find enclosed an original and one copy of Articles of Incorporation for the above-referenced corporation.

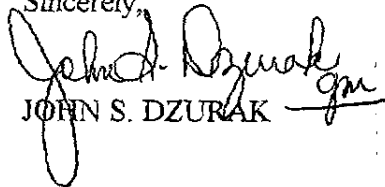
Also enclosed is my check in the amount of \$70.00, representing the following:

\$ 35.00 - Filing fee  
\$ 35.00 - Resident agent fee.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter.

Sincerely,

  
JOHN S. DZURAK

JSD:gm  
enclosures  
xc: Mr. and Mrs. John K. Zollinger

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE ZOLLINGER GROUP, INC.**

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I, the undersigned, **JOHN S. DZURAK, ESQUIRE**, as Incorporator, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

**I.**

The name of the corporation shall be:

**THE ZOLLINGER GROUP, INC.**

**II.**

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

**III.**

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of

stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 5629 Strand Blvd. # 409, Naples, Florida 34110; and the name of its initial Registered Agent is **JOHN K. ZOLLINGER** whose mailing address is 5629 Strand Blvd. # 409, Naples, Florida 34110. The mailing address of the corporation is 5629 Strand Blvd. # 409, Naples, Florida 34110.

The acceptance by the Resident Registered Agent is attached hereto as Exhibit "A".

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent

provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>JOHN K. ZOLLINGER</b>	5629 Strand Blvd. # 409 Naples, Florida 34110
<b>JANE O. ZOLLINGER</b>	5629 Strand Blvd. # 409 Naples, Florida 34110

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **JOHN K. ZOLLINGER**, the first Secretary shall be **JANE O. ZOLLINGER**, and the first Treasurer shall be **JANE O. ZOLLINGER**. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share

of stock each agrees to take, and the amount to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
<b>JOHN K. ZOLLINGER and JANE O. ZOLLINGER husband and wife</b>	5629 Strand Blvd.# 409 Naples, Florida 34110	100	\$ 1,000.00

The aggregate value of such shares shall not be less than the paid sum of One  
Thousand Dollars of capital, with which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the

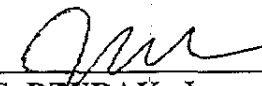
holder of Section 1244 stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th. day of

July, 2003.

  
GAIL MANLEY

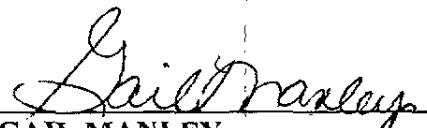
  
GLORIA J. GAL

  
JOHN S. DZURAK, Incorporator  
306 E. Olympia Avenue  
Punta Gorda, Florida 33950

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 16th. day of July, 2003,  
by JOHN S. DZURAK, ESQ., as Incorporator, who is personally known to me.

My commission expires:

  
GAIL MANLEY  
Notary Public - State of Florida



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EXHIBIT "A"

**CERTIFICATE DESIGNATING REGISTERED  
OFFICE AND REGISTERED AGENT**

That **THE ZOLLINGER GROUP, INC.**, desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 5629 Strand Blvd., # 409, Naples, Florida 34110 has named **JOHN K. ZOLLINGER**, located at 5629 Strand Blvd., # 409, Naples, Florida 34110, and whose mailing address is the same, as its agent to accept service of process within this state.

Having been named to accept service of process for **THE ZOLLINGER GROUP, INC.**, the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: July 16, 2003.

  
**JOHN K. ZOLLINGER**  
Registered Agent