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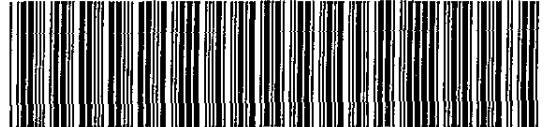
(Business Entity Name)

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RICHARD J. BURTON & ASSOCIATES, P.A.

Attorneys at Law

18305 Biscayne Blvd.
Suite 300
Miami, Florida 33160
(305) 705-0888
Fax (305) 935-9542

September 19, 2003

Bureau of Corporate Records
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation,
ZIMBA, Inc.

Dear Sir or Madam:

With reference to the above designated corporation, enclosed please find an original and copy of Articles of Incorporation with attached Designation of Registered Agent (and place for service of process).

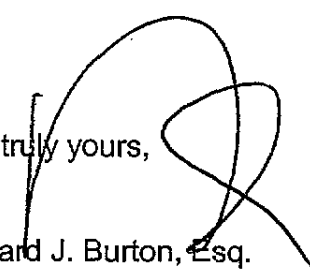
Enclosed also please find our check in the amount of \$70.00, payable to the Secretary of State for filing of the same.

Please file the original of this document and return a copy of the Articles with the date of filing stamped thereon.

A self-addressed envelope is enclosed for your convenience.

Thank you for your usual prompt assistance in this matter.

Very truly yours,


Richard J. Burton, Esq.

**ARTICLES OF INCORPORATION
OF
ZIMBA INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is: ZIMBA Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to engage in any type of activity, within or without the United States which is lawful under the laws of the United States and the State of Florida.

ARTICLE IV

The street address of the initial principal office of the corporation and the mailing is Richard J. Burton, Esq., incorporator, 18305 Biscayne Blvd., Suite 300, Miami, FL 33160.

ARTICLE V

The total authorized capital stock of this Corporation shall consist of One Thousand (1,000) shares of voting common stock, having a par value of \$1.00 each, amounting in the aggregate to One Thousand Dollars (\$1,000). All stock when issued shall be fully paid for and shall be nonassessable and shares of the Corporation are not to be divided into classes.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. In any event, dividends on the common stock of this corporation shall have no cumulative rights whatsoever and dividends will not accumulate if the Directors do not declare dividends, whether or not there is a surplus available to the Board of Directors for the payment of dividends.

Each shareholder of this corporation shall have one vote per share of issued and outstanding shares.

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ARTICLE VI

The street address of the initial registered office of this Corporation is 18305 Biscayne Blvd., Suite 300, Miami, FL 33160. The initial registered agent of this Corporation is Richard J. Burton, Esq.

ARTICLE VII

This Corporation shall, under such terms and conditions as shall be specified in the By-laws.

ARTICLE VIII

The name and address of the person signing these Articles as the incorporator is: Richard J. Burton, Esq., incorporator, 18305 Biscayne Blvd., Suite 300, Miami, FL 33160.

ARTICLE IX

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

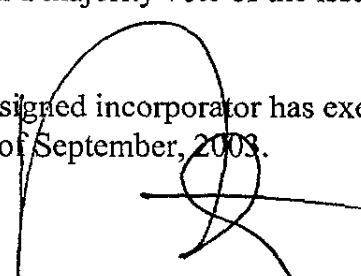
ARTICLE X

The Shareholders of this corporation shall not have preemptive rights to acquire the corporation's unissued shares.

ARTICLE XI

The shareholders shall have the absolute power to adopt, amend, alter, change or appeal these Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the issued and outstanding common stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of September, 2003.



Richard J. Burton, Esq., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED.

Pursuant to Section 607.0501, Florida Statutes, the following is submitted in compliance with
said section:

That ZIMBA, Inc. desiring to organize under the laws of the State of Florida with its principal
office, as indicated in the articles of incorporation at 18305 Biscayne Blvd., #300, Miami, Florida 33160,
has named RICHARD J. BURTON located at the 18305 Biscayne Blvd., Suite 300, Miami, Florida
33160, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place
designated in this certificate, I hereby accept and agree to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.

Dated this 19th day of September, 2003,


Richard J. Burton, Esq.

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