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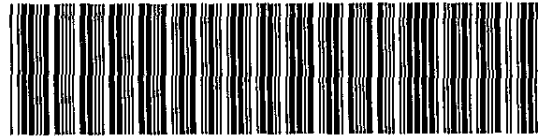
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DEPARTMENT OF STATE
CORPORATIONS
TALLAHASSEE FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Zelclif Investments, Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

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Name _____

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Time 10:48

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ARTICLES OF INCORPORATION

OF

ZELCLIF INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Laws and Statutes of the State of Florida, hereby adopt the following Articles of Incorporation.

ARTICLE I

Name of Corporation

The name by which this Corporation will be known, and under which it will conduct business shall be: **ZELCLIF INVESTMENTS, INC.**

ARTICLE II

Term of Duration

This Corporation shall have perpetual existence.

ARTICLE III

Nature of Business

The general nature of the business (es), proposed object(s), and/or purpose(s) to be transacted, promoted, and/or carried on are to do any and all thing; both as Principals and/or Agents, as hereinafter mentioned as fully and to the same effect and/or extent as natural persons and/or other Corporations might or could do.

This Corporation may engage in any and all activities, businesses, and/or objects permitted under the Laws of the State of Florida, said Corporation's primary purpose to be:

A. To purchase, sell, transfer, lease, invest, buy, obtain, loan any and all types of real and personal property (whether commercial or residential), tangible or intangible, for any legal use and purpose for investment or otherwise.

B. Said corporation shall further have powers

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix compensation.

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business, which the board of directors deems and votes appropriately.

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

C. To promote or aid in any matter, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

D. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

E. To do all and everything necessary, convenient or proper for the accomplishment or improvement of any and all of the business(es), purpose(s), or object(s) of, or attaining to the business(es), purpose(s), or object(s) of, or in furtherance of any and all of the powers enumerated in these ARTICLES OF INCORPORATION (including any and all AMENDMENTS thereto) or the BY-LAWS, necessary or incidental to the protection or benefit of the Corporation as Principal, Agent, Director, Officer, Trustee, Legal Representative, or otherwise. To transact any and all lawful business.

ARTICLE IV

Capitalization

The amount of capital with which this Corporation will begin business shall be 500 shares at \$25.00 par value.

This Corporation shall be authorized to issue any amount of additional Shares of Stock (Common and/or Preferred) when and for such consideration as may be determined from time to time by the Board of Directors at a meeting of the Board of Directors called for that purpose.

ARTICLE V

Directors

The business(es), purpose(s), and object(s) of this Corporation shall be managed by the Board of Directors, which shall be headed by a Chairman of the Board. Initially, the Board shall be composed of One (1) Director who shall act as its Chairman and who shall exercise complete and absolute control of this Corporation. The number of Directors may be increased or decreased from time to time by an AMENDMENT of the BYLAWS of the Corporation which shall be approved by the affirmative vote of the Three-Fourths (3/4) of the Share of Stock entitled to vote thereon (or in the manner provided for by law), but shall never be less than One (1). The Directors shall report directly to the Stockholders, and shall not be held accountable to anyone other than the Stockholders of this Corporation.

The names and addresses of the initial Directors are:

BONNE Z. SCHEFLIN
854 Cumberland Terrace
Davie, Florida 33325

LLOYD C. BLOOM
854 Cumberland Terrace
Davie, Florida 33325

ARTICLE VI

Officers

The Board of Directors may from time to time name, elect, and appoint any and all Officers as may be required for the pursuit and/or furtherance of the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all of its Subsidiaries and/or Division. The Stockholders may make recommendations as to naming, election, and/or appointment of prospective Officers. However; the Stockholders may not name, elect, and/or appoint a prospective Officer over the objection(s) of the Board of Directors. The Officers of this Corporation shall report directly to the Board of Directors to whom they shall be held accountable.

The names and addresses of the initial Officers are:

BONNE Z. SCHEFLIN 854 Cumberland Terrace Davie, Florida 33325	PRESIDENT
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LLOYD C. BLOOM 854 Cumberland Terrace Davie, Florida 33325	VICE PRESIDENT
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ARTICLE VII

Principal Office

The initial post office address of the Principal Office of this Corporation shall be:

854 Cumberland Terrace, Davie, Florida 33325

The Board of Directors may from time to time mover the Principal Office to any other address that the Board of Directors considers to be in the best interest of this Corporation.

ARTICLE VIII

Subscriber

The names(s) and address(es) of the Initial Incorporations and Subscribers to these ARTICLES OF INCORPORATION, the number of Shares that they agree to Subscribe to and the aggregate value of said consideration is as follows:

<u>Names & Addresses</u>	<u>No. of Shares</u>	<u>Consideration</u>
BONNE Z. SCHEFLIN 854 Cumberland Terrace Davie, Florida 33325	260	\$25.00
LLOYD C. BLOOM 854 Cumberland Terrace Davie, Florida 33325	240	\$25.00

ARTICLE IX

Subsidiaries

This Corporation may create or form, or cause to be created or formed; any and all Subsidiaries, domestic and/or foreign, as the Directors (with the advice and consent of the Shareholders) may from time to time determine.

ARTICLE X

Divisions

This Corporation may create or form, or cause to be created or form; any and all Divisions within this Corporation and/or any and all Subsidiaries thereof as the Directors may from time to time determine for the purpose of conducting and/or pursuing the business(es), purpose(s), and/or object(s) of this Corporation and/or any and all Subsidiaries thereof.

Preemptive Rights

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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI

Amendments

The power to adopt, alter, amend, and/or repeal the ARTICLES OF INCORPORATION shall be vested in the Stockholders. Each Amendment shall be approved by the affirmative vote of one) of the Stock entitled to vote thereon at a meeting of the Stockholders called for that purpose.

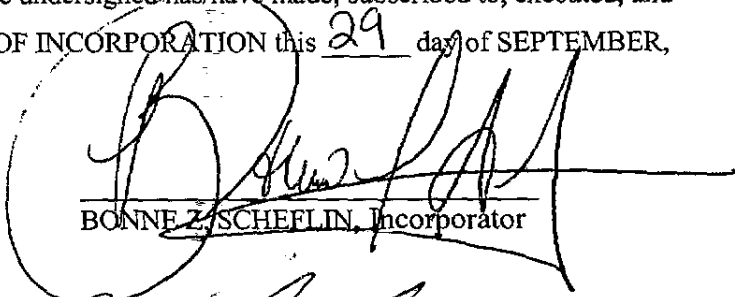
ARTICLE XII

ByLaws

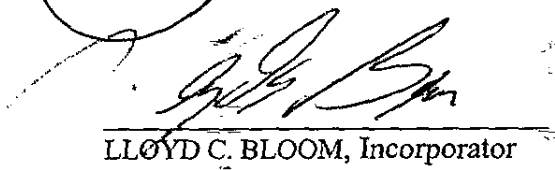
The Stockholders of this Corporation are specifically authorized from time to time to adopt, alter, amend, and/or repeal the BYLAWS which, are not inconsistent with these ARTICLES OF INCORPORATION, restraining the alienation of Shares of Stock in this Corporation and providing for the purchase and/or redemption by the Corporation of such shares

of Stock; providing, however, that provisions dealing with the purchase and/or redemption by the corporation of such Shares of Stock may not be invoked at a time and/or in a manner which would impair the capital structure and/or the operation(s), business(es), purpose(s), and/or object(s) of this Corporation.

WHEREFORE, for the purpose of forming this Corporation under the Laws and Statutes of the State of Florida; the undersigned has/have made, subscribed to, executed, and acknowledges these ARTICLES OF INCORPORATION this 29 day of SEPTEMBER, 2003.



BONNE Z. SCHEFLIN, Incorporator



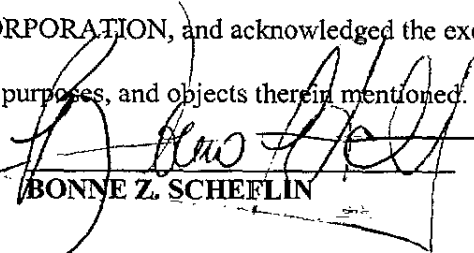
LLOYD C. BLOOM, Incorporator

AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

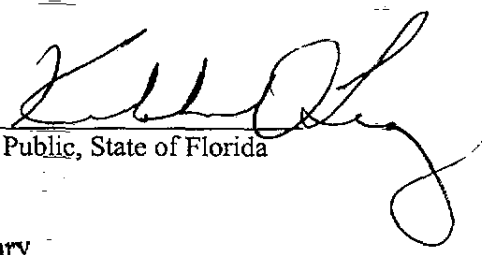
On this day, personally appeared before me, **BONNE Z. SCHEFLIN**, the undersigned officer duly authorized to administer oaths and take acknowledgements to me well known and known to me to be the person described in, and who signed and executed the foregoing **ARTICLES OF INCORPORATION**, and acknowledged the execution thereof to be her free act and deed for the uses, purposes, and objects therein mentioned.



BONNE Z. SCHEFLIN


The foregoing instrument was acknowledged before me this 29 day of Sept, 2003 **BONNE Z. SCHEFLIN**, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

Sign: _____

Print: Kathleen O'Leary 

Notary Public, State of Florida

My commission Expires:

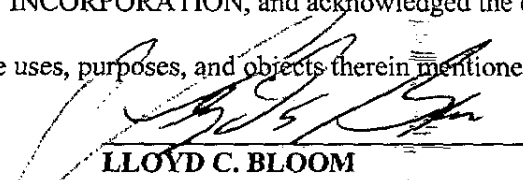
 **Kathleen O'Leary**
Commission #DD242876
Expires: Sep 21, 2007
Bonded Through
Atlantic Bonding Co., Inc.

AFFIDAVIT

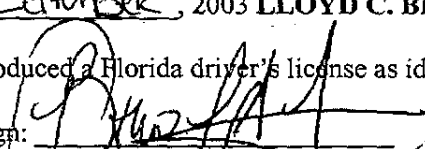
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

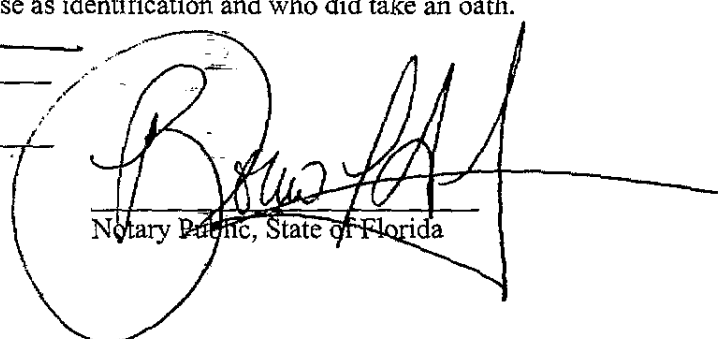
BE IT KNOWN TO ALL BY THESE PRESENTS THAT:

On this day, personally appeared before me, **LLOYD C. BLOOM**, the undersigned officer duly authorized to administer oaths and take acknowledgements to me well known and known to me to be the person described in, and who signed and executed the foregoing ARTICLES OF INCORPORATION, and acknowledged the execution thereof to be his free act and deed for the uses, purposes, and objects therein mentioned.

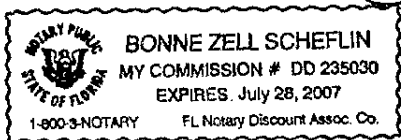

LLOYD C. BLOOM

The foregoing instrument was acknowledged before me this 29 day of September, 2003 **LLOYD C. BLOOM**, who is personally known to me or who has produced a Florida driver's license as identification and who did take an oath.

Sign: 
Print: Bonne Z. Schefflin


Notary Public, State of Florida

My commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

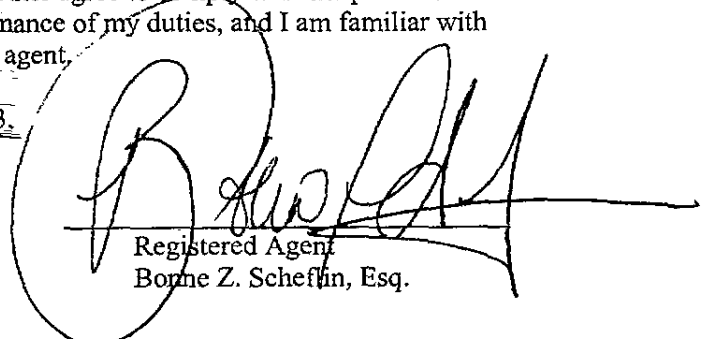
The name of the corporation is: **ZELCLIF INVESTMENTS, INC.**

The address of the registered agent and office is:

BONNE Z. SCHEFLIN, ESQUIRE
4699 Davie Road
Davie, Florida 33314

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 hereby agree to the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 29 day of Sept, 2003.



Registered Agent
Bonne Z. Schefflin, Esq.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA