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04 MAY -4 PM 1:50
STATE
TALLAHASSEE, FLORIDA

ZIMMER AND ZIMMER, L.L.P.
ATTORNEYS AT LAW
111 PRINCESS STREET
WILMINGTON, NORTH CAROLINA 28401-3997
TELEPHONE (910) 763-4669
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HERBERT J. ZIMMER
JEFFREY L. ZIMMER (RETIRED)

MAILING ADDRESS
POST OFFICE BOX 2628
WILMINGTON, NORTH CAROLINA 28402

April 29, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: ZP NO. 149 MEMBER, INC.
ZP NO. 149, LIMITED PARTNERSHIP

Dear Sir:

Please find enclosed herewith the following items in connection with the above-referenced entities:

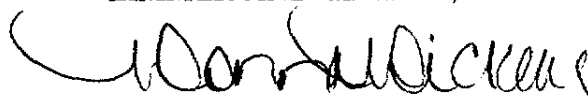
1. Duplicate original Articles of Incorporation for ZP NO. 149 Member, Inc.;
2. Duplicate original Certificate of Limited Partnership for ZP NO. 149, Limited Partnership; and
3. Check in the amount of \$157.50.

I would greatly appreciate your filing the Articles of Incorporation first, then filing the Certificate of Limited Partnership. Thereafter, please return a filed stamped copy of the document to me indicating the date and time of filing, as well as a receipt for the filing fee paid.

Thank you very much for your assistance in connection with this matter.

Sincerely,

ZIMMER AND ZIMMER, L.L.P.



Donna L. Dickens
Assistant to Herbert J. Zimmer

/dld
Enclosures

ARTICLES OF INCORPORATION OF A
FLORIDA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be ZP NO. 149 MEMBER, INC.

ARTICLE II

Principal Office

The principal office of business and mailing address of this corporation shall be:

111 Princess Street
Wilmington, North Carolina 28401

ARTICLE III

Purpose

The purpose for which the corporation is organized is: to act as and be the sole general partner of ZP NO. 149, Limited Partnership, a to-be-formed Florida limited partnership.

ARTICLE IV

Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten Thousand (10,000)

ARTICLE V

Initial Officers and/or Directors

The initial officers and directors of the corporation will be as follows:

OFFICERS:

President	Jeffrey L. Zimmer	PO Box 2628, Wilmington, NC 28402
Vice President	Alan M. Zimmer	PO Box 2628, Wilmington, NC 28402
Secretary	Herbert J. Zimmer	PO Box 2628, Wilmington, NC 28402
Treasurer	Alan M. Zimmer	PO Box 2628, Wilmington, NC 28402

DIRECTORS:

Alan M. Zimmer	Post Office Box 2628, Wilmington, North Carolina 28402
Herbert J. Zimmer	Post Office Box 2628, Wilmington, North Carolina 28402
Jeffrey L. Zimmer	Post Office Box 2628, Wilmington, North Carolina 28402
Carolyn F. Moskowitz	2107 Ascott Place, Wilmington, North Carolina 28403

ARTICLE VI

Registered Agent and Street Address:

The name and address of the registered agent is:

Name:	CT Corporation System
Address:	1200 South Pine Island Road Plantation, Florida 33324

ARTICLE VII

Incorporator(s)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Name:	Jeffrey L. Zimmer
Street Address:	111 Princess Street Wilmington, North Carolina 28401

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 29th day of April, 2004.



JEFFREY L. ZIMMER, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, 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: ZP NO. 149 MEMBER, INC.

2. The name and address of the registered agent and office is:

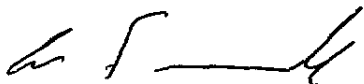
Name: CT Corporation System

Street Address: 1200 South Pine Island Road

City/State/Zip: Plantation, Florida 33324

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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.



(Signature)

4-26-2004

(Date)

REGISTERED
AGENT SECRETARY