

PO4000082266

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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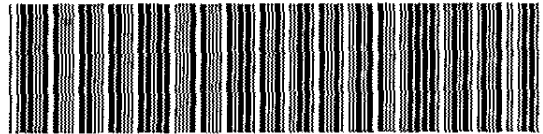
(Business Entity Name)

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EFFECTIVE DATE  
5-21-04

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04 MAY 24 PM 3:20

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DATE  
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MAY 24 2004  
ALBANY  
NEW YORK

44-24



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 678285 4718535

AUTHORIZATION :

*Patricia Pizute*

COST LIMIT : \$ 78.75

ORDER DATE : May 24, 2004

ORDER TIME : 10:52 AM

ORDER NO. : 678285-005

CUSTOMER NO: 4718535

CUSTOMER: Gary K. Wilson, Esq  
Porter Wright Morris & Arthur  
Llp  
Suite 300  
5801 Pelican Bay Boulevard  
Naples, FL 34108

DOMESTIC FILING

NAME: ZK DEVELOPMENT CORP.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
ZK DEVELOPMENT CORP.

FILED  
04 MAY 24 PM 3:20  
TALLAHASSEE, FLORIDA

ARTICLE I. Name and Initial Address

The name of this corporation is ZK DEVELOPMENT CORP. and initial address of the corporation is 3751 Arnold Avenue, Unit C, Naples, Florida 34104.

EFFECTIVE DATE  
5-21-04

ARTICLE II. Duration

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. Capital Stock

This corporation is authorized to issue 10,000 shares of \$.10 (\$.10) par value common stock which shall be designated "Common Shares".

ARTICLE V. Rights of Shares of Capital Stock

Section 1. Dividends

The directors may declare and pay dividends upon the Common Shares.

Section 2. Rights upon Liquidation or Dissolution.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, after payment of all valid corporate debts, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

### Section 3. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

### ARTICLE VI. Designation of Registered Agent and Registered Office

The initial registered agent of the corporation shall be Gary K. Wilson and the initial registered office of the corporation is 5801 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108-2709.

### ARTICLE VII. 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 VIII. Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Ted Zynda  
3751 Arnold Avenue, #C  
Naples, FL 34104

Steve Karteroulitis  
3751 Arnold Avenue, #C  
Naples, FL 34104

ARTICLE IX. Incorporator

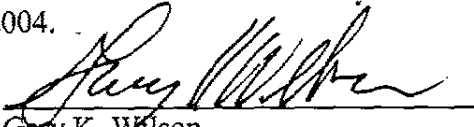
The name and address of the person signing these articles is:

Gary K. Wilson  
c/o Porter, Wright, Morris & Arthur  
5801 Pelican Bay Boulevard  
Suite 300  
Naples, Florida 34108-2709

ARTICLE X. Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 21 day of MAY, 2004.

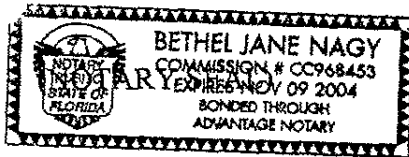
  
\_\_\_\_\_  
Gary K. Wilson  
Porter, Wright, Morris & Arthur  
5801 Pelican Bay Boulevard  
Suite 300  
Naples, Florida 34108-2709

State of Florida

County of Collier

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared GARY K. WILSON, \_\_\_\_ who produced \_\_\_\_\_ identification or ☒ who is known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21<sup>st</sup> day of May, 2004.



Bethel Jane Nagy  
Signature of Notary Public

Bethel Jane Nagy  
Name of Notary Public Typed

CC 968453  
Serial or License Number of  
Notary Public

My Commission Expires:

11-09-04

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that ZK DEVELOPMENT CORP., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in ARTICLES OF INCORPORATION at City of Naples, County of Collier, State of Florida, has named GARY K. WILSON, located at 5801 Pelican Bay Boulevard, Suite 300, City of Naples, County of Collier, State of Florida, as its Agent to accept service of process within this State.

  
GARY K. WILSON

HAVING BEEN NAMED to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
GARY K. WILSON, Resident Agent

FILED  
04 MAY 24 PM 3:20  
CLERK OF DISTRICT COURT  
NAPLES, FLORIDA