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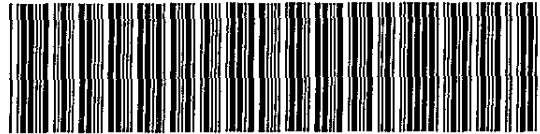
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers AUG 22 2005

HAROLD E. WOLFE, JR., P.A.

ATTORNEYS AND COUNSELORS AT LAW

**SUITE 302, EXECUTIVE CENTRE
2300 PALM BEACH LAKES BOULEVARD
WEST PALM BEACH, FLORIDA 33409-3306**

TELEPHONE: (561) 697-4100

FAX: (561) 697-4101

E-MAIL: hewjr@ix.netcom.com

HAROLD E. WOLFE, JR.*

***ADMITTED TO BARS OF:**

**FLORIDA
GEORGIA
ALABAMA**

*** FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY**

August 18, 2005

**SECRETARY OF STATE
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314**

**Re: Recording of the Articles of Incorporation
for Zwaine Consultants, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of Articles of Incorporation for Zwaine Consultants, Inc. for filing in the public records. Also enclosed is a check in the amount of \$78.75 representing the following fees:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Designation	<u>35.00</u>

Total: \$78.75

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed, stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,


Harold E. Wolfe, Jr.

HEW:fss

Enclosures

cc: Mr. Mark Z. Finigan

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TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION

OF

ZWAINE CONSULTANTS, INC.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation for profit under the provisions of the Florida General Corporation Act and other laws of the State of Florida and adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The corporation's name shall be **ZWAINE CONSULTANTS, INC.**

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted and purposes for which the corporation is organized shall be:

A. To act as a business consultant; to perform accounting functions and functions similar to a Chief Financial Officer on a per diem basis; to act as an independent business consultant; to keep books, records and perform other accounting functions; and to offer its services as an independent contractor to various business entities; and to do all functions that are necessary to or incident to the foregoing.

B. To do anything necessary and proper for the accomplishment or furtherance of any of the corporation's purposes or objects enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such corporation's purposes or objects.

C. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time

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TALLAHASSEE, FLORIDA

amended.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of one (\$1.00) dollar per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than One Thousand (\$1,000) dollars.

ARTICLE V - TERM OF EXISTENCE

The corporate existence commence as of the date and time these Articles of Incorporation shall have been duly filed with the Secretary of State in accordance with the Florida Corporation Act. The corporation shall thereafter exist perpetually unless dissolved according to law.

ARTICLE VI - ADDRESS OF CORPORATION AND REGISTERED AGENT

The initial street and mailing address of the corporation's principal office shall be 30 Calle Uno, Key West, Florida 33040. The street and mailing address of the corporation's initial registered office in the State of Florida will be 2300 Palm Beach Lakes Boulevard, Suite 302, West Palm Beach, Florida 33409.

ARTICLE VII - REGISTERED AGENT

The name of the corporation's initial registered agent is HAROLD E. WOLFE, JR., ESQ.

ARTICLE VIII - BOARD OF DIRECTORS

- A. The corporation's initial Board of Director shall consist of one (1) members.
- B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

C. The name and mailing address of the initial member of the Board of Directors who shall serve until the first annual meeting of stockholders and their successors shall have been elected and qualified is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Mark Z. Finigan	30 Calle Uno Key West, Florida 33040

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any stockholders' annual or special meeting for any cause deemed sufficient by such stockholders.

ARTICLE IX - INCORPORATOR TO ARTICLES

The following are the name and mailing address of the incorporator to these Articles of Incorporation:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Mark Z. Finigan	30 Calle Uno Key West, Florida 33040

ARTICLE X - BY LAWS

The corporation's stockholders shall have the sole power to adopt, amend or repeal By-Laws for the corporation's management, and the duties of the corporate officers shall be as prescribed by such By-Laws.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all of the following powers:

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest,

partnership, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any or all of its shares owned and held by (i) any such stockholder who should desire to sell, transfer or otherwise dispose of his or her shares, or (ii) any stockholder who dies; provided, however, the corporation's capital shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, (6) a Section 401(k) plan, (7) a medical reimbursement or other medical insurance plan, (8) a disability plan, or (9) any other retirement or incentive compensation plan.

D. Whenever the corporation is engaged in the business of exploiting natural resources or other wasting assets, dividends may be declared and paid in cash out of depletion or similar reserves at the discretion of the Board of Directors, all in conformity with the provisions of the Florida General Corporation Act.

E. To elect SubChapter "S" status pursuant to SubChapter "S" and I.R.C. § 1361 et seq. of the Internal Revenue Code if the stockholders deem same desirable.

F. This corporation shall, to the fullest extent permitted by the provisions of the Florida Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit

of the heirs, executors and administrators of such person.

**ARTICLE XII - RATIFICATION OF PROMOTER'S ACTIONS
AND ADOPTION OF CONTRACTS**

This corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporator. This corporation further ratifies all acts of the hereinbefore mentioned incorporator performed prior to the effective date of these Articles of Incorporation and done on the corporation's behalf. The corporation further authorizes its Directors to assume all expenses made on the corporation's behalf prior to its existence for any and all expenses incurred in the corporation's organization and formation.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by holders of sixty percent (60%) of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of August, 2005.

INCORPORATOR:

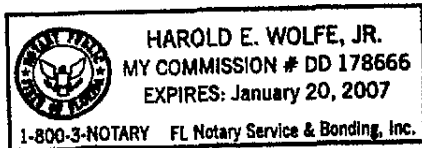


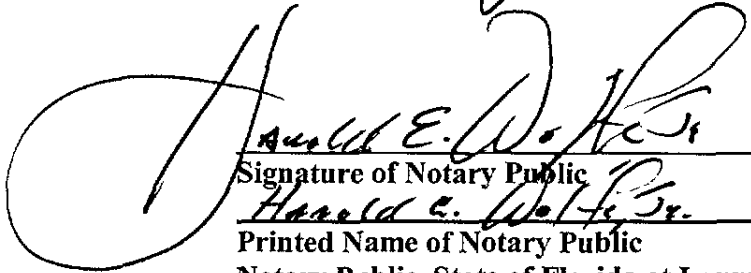
MARK Z. FINIGAN

STATE OF FLORIDA)
) SS.
COUNTY OF MONROE)

BEFORE ME personally appeared, MARK Z. FINIGAN, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of August, 2005.





Signature of Notary Public

Printed Name of Notary Public

Notary Public, State of Florida at Large

Serial Number of Commission

My commission expires:

[Notarial Stamp or Seal]

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **ZWAINE CONSULTANTS, INC.** desiring to organize or qualify under the laws of the State of Florida with its principal place of business in the City of Key West, County of Monroe, State of Florida, has named **HAROLD E. WOLFE, JR., ESQ.** located at 2300 Palm Beach Lakes Boulevard, Suite 302, City of West Palm Beach, State of Florida 33409, as its agent to accept service of process.

Signature: _____


MARK Z. FINIGAN

Title:

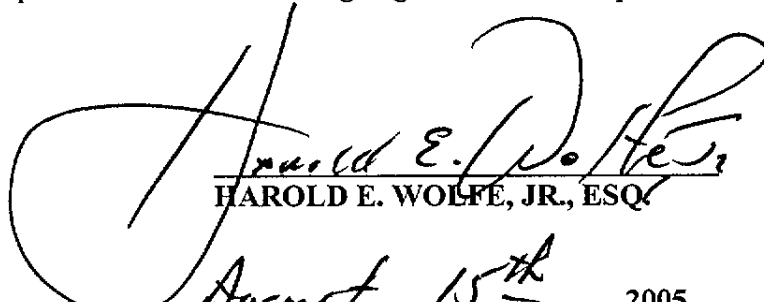
President

Date:

August 15, 2005

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


HAROLD E. WOLFE, JR., ESQ.
August 15th, 2005
DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA