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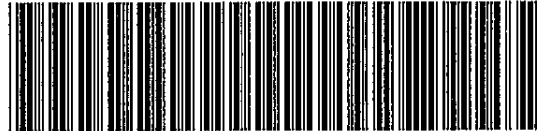
(Business Entity Name)

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08/24/05--01048--008 **78.75

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2005 AUG 24 PM 1:56
TALLAHASSEE FLORIDA
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RECEIVED
05 AUG 24 PM 1:34
OFFICE OF CORPORATIONS
TALLAHASSEE FLORIDA

cf 8/24/05

Zerp, Inc.
2822 Old St. Augustine Road
Tallahassee, Florida 32301

August 23, 2005

Florida Department of State
Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

FILED
2005 AUG 24 PM 1:56
CLERK OF STATE
TALLAHASSEE FLORIDA

RE: Articles of Incorporation -- Zerp, Inc.

Dear Corporate Specialist:

Enclosed are two duplicate originals of the subject Articles of Incorporation for the above referenced entity. Upon filing, please return one certified duplicate original of the Articles to me. Please note that these Articles of Incorporation are to be effective August 23, 2005.

Also enclosed is a check in the amount of \$78.75 is enclosed as payment of the following fees:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	<u>\$ 8.75</u>
	\$78.75

Thank you in advance for your assistance in this matter. Please contact me at (850) 545-6743 if you have any questions or concerns.

Sincerely,

Christopher L. Presnell,
President of Zerp, Inc.

EFFECTIVE DATE

8/23/05

ARTICLES OF INCORPORATION

OF

ZERP, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as the incorporator of a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of this Corporation shall be Zerp, Inc.

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE**

The address of the Corporation's principal place of business (or mailing address) shall be 2822 Old St. Augustine Road, Tallahassee, Florida 32301.

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual unless dissolved according to law. The effective date of incorporation shall be August 23, 2005.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted by the United States of America and the State of Florida.

**ARTICLE V
STOCK**

The aggregate number of shares that this Corporation shall have authority to issue is One Hundred (100) shares of Class A Common Stock at One Dollar (\$1.00) par value per share. Fully paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE VI AMENDMENT

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VII SHAREHOLDER RIGHTS

The Shareholders of the Corporation shall have preemptive rights to acquire their pro rata share of the Corporation for all issues of any class stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance or treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

ARTICLE VIII QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-laws, a majority of the shares entitled to vote, represented in person, or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office in Florida is 2822 Old St. Augustine Road, Tallahassee, Florida 32301, and the name of the its initial registered agent at the address is Meghan S. Halliday.

ARTICLE X BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholders from time to time as provided in the By-laws of the Corporation.

ARTICLE XI OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers or agents may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

<u>Office</u>	<u>Name & Street Address</u>
President	Christopher L. Presnell 2822 Old St. Augustine Rd. Tallahassee, Florida 32301
Vice President	Linda M. Presnell 311 Revell Road Crawfordville, Florida 32327
Secretary	Christopher L. Presnell 2822 Old St. Augustine Rd. Tallahassee, Florida 32301
Treasurer	Franklin M. Presnell 311 Revell Road Crawfordville, Florida 32327

ARTICLE XII INCORPORATOR

The name and the street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Christopher L. Presnell	2822 Old St. Augustine Rd. Tallahassee, Florida 32301

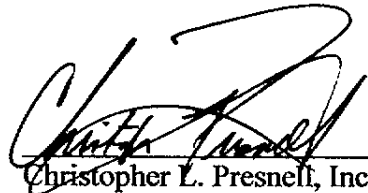
ARTICLE XIII BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

**ARTICLE XIV
SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation; (15.1) No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding office in this Corporation; (15.2) The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon issue of new certificates thereof; (15.3) The Board of Directors, by affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors, officers or otherwise.

WITNESS the hand and seal of the Incorporation in Leon County, State of Florida, this
_____ day of August, 2005.



Christopher L. Presnell, Incorporator

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAME AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Sections 48.091(1) and 607.0501, Florida Statutes, the following is submitted in compliance thereof:

That Zerp, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Leon, at 2822 Old St. Augustine Road, Tallahassee, Florida 32301 has named Meghan S. Halliday, located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

BY: MSH
Meghan S. Halliday

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