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TALLAHASSEE, FL

Alireza Mourirahimi
Parvin Mousavi
5929 Ramona Blvd.
Jacksonville, Florida 32205
Daytime Phone # 915-697-6923 OR 904-786-6600

Secretary of State
Corporation Filing
P.O. Box
Tallahassee, Florida 32314

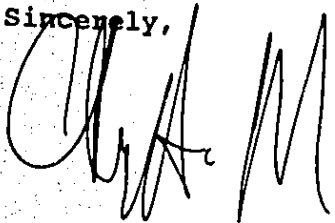
Dear Sir(s):

Enclosed please find the following documentation regarding filing of Incorporation with the State of Florida:

- 1) Articles of Incorporation (plus one copy)
- 2) Check # 0523 in the amount of \$122.50 payable to the Secretary of State.

If there is anything further needed to process this filing, we can be reached at the above address and daytime telephone number.

Sincerely,



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ARTICLES OF INCORPORATION
OF

35 11-3 1934
MILWAUKEE

ARTICLE I. NAME

The name of this corporation is:

A & P ZOGROSS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

Any activity or business permitted under the laws of the State of Florida and the United States of America, including but not limited to the following:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is: \$100.00

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is:

5929 RAMONA BOULEVARD,
JACKSONVILLE, FLORIDA

The board of directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have TWO (2) director(s) 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. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The name(s) and post office address(es) of the member(s) of the first board of directors of this corporation is/are:

PARVIN MOUSAVI - PRESIDENT - 5929 RAMONA BLVD., JAX. FL.

ALIREZA MORIRAHIMI - SECRETARY 5929 RAMONA BLVD., JAX. FL.

ARTICLE IX. SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation is:

ALIREZA MORRIRAHIMA, 5929 RAMONA BLVD., JAX. FL.

ARTICLE X. MISCELLANEOUS

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or

directors at the meeting of the board of directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to a director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors of the corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of

this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

ARTICLE XII. 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 a majority of the 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.

ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

The registered office for this corporation is:

5929 RAMONA BLVD., JACKSONVILLE, FL.

The registered agent of this corporation is:

ALIREZA MORIRAHIMI

IN WITNESS WHEREOF, the subscriber and incorporator has hereunto set his hand this _____ day of _____

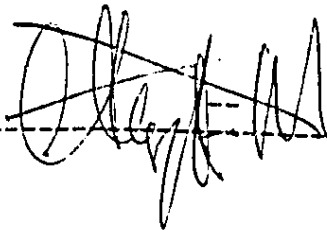


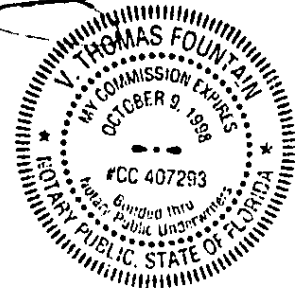
ALIREZA MORIRAHIMI

State of Florida
County of Duval

Before me personally appeared
to me well known and known to me to be the person described
in and who executed the foregoing instrument and acknowledged
to and before me that he executed the said instrument for the
purposes therein expressed.

WITNESS my hand and official seal this 30th day of December 1994





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

5929 RAMONA BLVD., JACKSONVILLE, FLORIDA

In pursuance of Chapter 607.034, Florida Statutes, the
following is submitted, in compliance with said Act:

That A&P ZOGROSS, INC. desiring to organize under
the laws of the State of Florida with its principal office,
as indicated in its articles of incorporation in the City of
Jacksonville, County of Duval, State of Florida, has named
ALIREZA MORIRAHIMI located at 5929 RAMONA BLVD., JAX. FL.

County of Duval, State of Florida, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of the Florida General Corporation Act relative to such.



ALIREZA NORI RAHIMI