



**THE UNITED STATES
CORPORATION
COMPANY**

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FILED
MAR 26 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 756383 81444A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 26, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 756383-005

CUSTOMER NO: 81444A

CUSTOMER: Ms. Judy Cook
Patterson Bond & Latshaw, P.a.
Suite A
3010 S. Third Street
Jacksonville, FL 32250

*Amended
&
Restated
Articles*

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-03/26/98--01055--030
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: A & P ZOGROSS, INC.

RECEIVED
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DIVISION OF CORPORATION

EFFECTIVE DATE:

Name	3/26/98
Availability	
Updater	Don
Verifier	Don
W.P. Verifier	Don

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
A & P ZOGROSS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607 Florida Statutes, the undersigned corporation hereby amends and restates its Articles of Incorporation in its entirety and states the following:

ARTICLE I: Corporate Name. The name of the corporation is A & P Zogross, Inc.

ARTICLE II: Principal Place of Business. The principal place of business of this corporation shall be: 5929 Ramona Boulevard, Jacksonville, Florida.

ARTICLE III: Corporate Existence. The corporation shall exist for perpetuity commencing as of the execution of these Articles.

ARTICLE IV: Corporate Purpose. Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the corporation, is to engage solely in the following activities:

1. To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with certain parcels of real property, together with all improvements thereon, located at 5929 Ramona Boulevard, in the City of Jacksonville, State of Florida (collectively, the "Property").

2. To exercise all powers enumerated in the Business Corporation Act of the State of Florida necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

ARTICLE V: Certain Prohibited Activities. Notwithstanding any provision hereof to the contrary, the following shall govern: The corporation shall only incur indebtedness in an amount necessary to acquire, operate and maintain the Property. For so long as any mortgage lien exists on the Property, the corporation shall not incur, assume, or guaranty any other indebtedness. The corporation shall not consolidate or merge with or into any other entity or convey or transfer its properties and assets substantially as an entirety to any entity unless (i) the entity (if other than the corporation) formed or surviving such consolidation or merger or that acquired by conveyance or transfer of the properties and assets of the corporation substantially as an entirety (a) shall be organized and existing under the laws of the United States of America or any State or the District of Columbia, (b) shall include in its organizational documents the same limitations set forth in this Article V, and in Article X, and (c) shall expressly assume the due and punctual performance of the corporation's obligations; and (ii) immediately after giving effect to such transaction, no default or event of default under any agreement to which it is a party shall have been committed by this corporation and be continuing. For so long as a mortgage lien exists on the Property, the corporation will not voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy

Code or any similar federal or state statute without the unanimous consent of the Board of Directors. For so long as a mortgage lien exists on the Property, no material amendment to this certificate of incorporation or to the corporation's By-Laws may be made without first obtaining approval of the mortgagee holding a first mortgage on the Property.

ARTICLE VI: Authorized Stock. The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE VII: Registered Office and Agent. The street address of the registered officer of the corporation is 5929 Ramona Blvd., Jacksonville, FL 32205, with a mailing address of the same, and the name of the registered agent of this corporation at that address is Alireza Mourirahimi.

ARTICLE VIII: Board of Directors. This corporation shall have 2 directors . The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the directors of this corporation is:

Parvin Mousavi	5929 Ramona Blvd., Jacksonville, FL 32205
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Alireza Mourirahimi	5929 Ramona Blvd., Jacksonville, FL 32205
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ARTICLE IX: Indemnification. Notwithstanding any provision hereof to the contrary, the following shall govern: Any indemnification shall be fully subordinated to any obligations respecting the Property and shall not constitute a claim against the corporation in the event that cash flow is insufficient to pay such obligations.

ARTICLE X: Separateness Covenants. Notwithstanding any provision hereof to the contrary, the following shall govern: For so long as any mortgage lien exists on the Property, in order to preserve and ensure its separate and distinct corporate identity, in addition to the other provisions set forth in this certificate of incorporation, the corporation shall conduct its affairs in accordance with the following provisions:

1. It shall establish and maintain an office through which its business shall be conducted separate and apart from those of its parent and any affiliate and shall allocate fairly and reasonably any overhead for shared office space.
2. It shall maintain separate corporate records and books of account from those of its parent and any affiliate.
3. Its Board of Directors shall hold appropriate meetings (or act by unanimous consent) to authorize all appropriate corporate actions, and in authorizing such actions, shall observe all corporate formalities.
4. It shall not commingle assets with those of its parent and any affiliate.

5. It shall conduct its own business in its own name.
6. It shall maintain financial statements separate from its parent and any affiliate.
7. It shall pay any liabilities out of its own funds, including salaries of any employees, not funds of its parent or any affiliate.
8. It shall maintain an arm's length relationship with its parent and any affiliate.
9. It shall not guarantee or become obligated for the debts of any other entity, including its parent or any affiliate or hold out its credit as being available to satisfy the obligations of others.
10. It shall use stationery, invoices and checks separate from its parent and any affiliate.
11. It shall not pledge its assets for the benefit of any other entity, including its parent and any affiliate.
12. It shall hold itself out as an entity separate from its parent and any affiliate.

For purposes of this Article X, the following terms shall have the following meanings:

"affiliate" means any person controlling or controlled by or under common control with the parent, including, without limitation (i) any person who has a familial relationship, by blood, marriage or otherwise with any director, officer or employee of the corporation, its parent, or any affiliate thereof and (ii) any person who receives compensation for administrative, legal or accounting services from this corporation, its parent or any affiliate. For purposes of this definition, "control" when used with respect to any specified person, means the power to direct the management and policies of such person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise; and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"parent" means, with respect to a corporation, any other corporation owning or controlling, directly or indirectly, fifty percent (50%) or more of the voting stock of the corporation.

"person" means any individual, corporation, partnership, limited liability company, joint venture, association, joint stock company, trust (including any beneficiary thereof), unincorporated organization, or government or any agency or political subdivision thereof.

ARTICLE XI: Power to Amend. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII: Corporate Reservations. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII: Adoption. These amended and restated Articles of Incorporation were adopted by the Board of Directors without shareholder action, and shareholder action was not required.

These Amended and Restated Articles of Incorporation were adopted by Resolution of the Board of Directors on March 24, 1998.

IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Incorporation this 24th day of March, 1998.

Parvin Mousavi

Parvin Mousavi, Director

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Parvin Mousavi to me personally known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 24th day of March, 1998.



Reva J. Bond
MY COMMISSION # CC630275 EXPIRES
March 15, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Reva J. Bond
Notary Public, State of Florida

My Commission Expires:

HAVING BEEN NAMED to accept service of process for A & P Zogross, Inc., at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 24th day of March, 1998.

Alireza Mourirahimi
~~Parvin Mousavi~~
Alireza Mourirahimi