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Paul J. Burns, Esq.

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February 15, 1995

Department of State
Corporations Division
P.O. BOX 6327
Tallahassee, FL 32314

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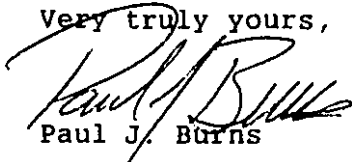
Re: Incorporation of ZTAR, Inc.

Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation to be filed relative to the above corporation. Also enclosed is the Certification of Designation for the Registered Agent. If anything further is necessary do not hesitate to contact me.

I have enclosed a check from my client in the amount of \$122.50 for the filing fee and a certified copy of the Articles of Incorporation. Thank you for your cooperation.

Very truly yours,


Paul J. Burns

PJB:djb

encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 16 AM 9:50

RAN 2-17

ARTICLES OF INCORPORATION
OF
ZTAR, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB 16 AM 9:50

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is ZTAR, INC.

ARTICLE TWO

DURATION

The term of duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE FOUR

STOCK

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 351 Missouri Avenue, N., Largo, Florida 34640 and the name of the initial registered agent at such address is ABDUL RASHID MERCHANT.

ARTICLE SIX

PRINCIPAL OFFICE

The street address of the principal office and mailing address is 351 Missouri Avenue, N., Largo, Florida 34640.

ARTICLE SEVEN

DIRECTORS

The board of directors of the corporation shall consist of two members and may be changed from time to time in accordance with the By-laws of the corporation.

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is Paul J. Burns, 12525 Walsingham Road, Largo, Florida 34644.

ARTICLE NINE

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date of the filing of these Articles of Incorporation.

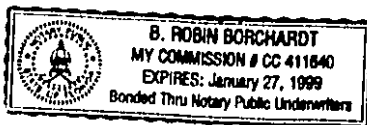
The undersigned has executed these Articles of Incorporation this 15th day of February, 1995.


PAUL J. BURNS
INCORPORATOR

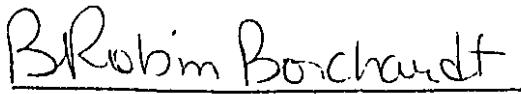

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15th day of February, 1995, by Paul J. Burns who is personally known to me or who has produced a Florida Drivers license as identification.

(Seal)



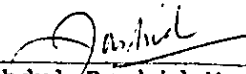
My Commission Expires:


Notary Public

Print Name of Notary Public
Commission No.: 411640

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of the Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is ZTAR, INC.
2. The name and address of the registered agent and office is ABDUL RASHID MERCHANT, 351 Missouri Avenue, N., Largo, Florida 34640.

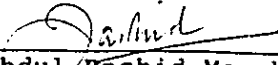


Abdul Rashid Merchant, Director
Date FEB 15, 1995

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 15th day of February, 1995.



Abdul Rashid Merchant
Registered Agent