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Marcus A. Castillo
Lee L. Haas

June 9, 1995

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P95000047100

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

Re: Zachary Michael Corporation

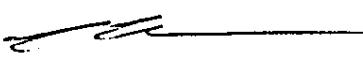
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****122.50 ****122.50

Gentlemen:

Enclosed please find the Articles of Incorporation to Zachary Michael Corporation. Also enclosed is a check in the amount of \$122.50. Once the articles have been filed, please register this corporation for the fictitious name for which we have enclosed an application and additional check in the amount of \$80.00 for filing and a certified copy.

If any further information is needed, or any other questions arise, please do not hesitate to contact my office.

Sincerely,


Lee L. Haas

LLH:ls
Enclosures

*DMC
6/16/95*

95 JUN 13 AM 9:11
SECONDARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

OF

ZACHARY MICHAEL CORPORATION

ARTICLE I. CORPORATE NAME

The name of this corporation is Zachary Michael Corporation

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation and its mailing address are:

Zachary Michael Corporation
2100 3rd Avenue South
St. Petersburg, Florida 33712

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with no par value.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder, upon an offer for sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Steven M. Benjamin
2100 3rd Avenue South
St. Petersburg, Florida 33712**

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

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTOR

The name of the initial director of this corporation and his street address is:

**Al Benjamin
2140 Murifield Way
Oldsmar, Florida 34677**

The person named as initial director shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE X. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

**Al Benjamin
2140 Murifield Way
Oldsmar, Florida 34677**

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of

Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 9th day of June, 1995.

Al Benjamin
Al Benjamin
Incorporator

STATE OF FLORIDA }

COUNTY OF PINELLAS }

The foregoing instrument was acknowledged before me this 9th day of June, 1995, by Al Benjamin on behalf of the corporation. He is personally known to me or has produced a valid Florida driver's license as identification and did/did not take an oath.

Lee L. Haas
NOTARY PUBLIC
My Commission Expires:



Lee L. Haas
Name Printed

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

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SECRETARIAL OF STATE
TALLAHASSEE, FLORIDA

Pursuant to § 48.091, Florida Statutes, the following is submitted in compliance with
said Statute:

That Zachary Michael Corporation wishes to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the city of St. Petersburg, County of Pinellas, State of Florida and has named Steven M. Benjamin, 2100 3rd Avenue South, St. Petersburg, Florida 33712, as its 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 accept to act in this capacity, and agree to comply with the provision of said Statute relative to keeping open said office.


Steven M. Benjamin

STATE OF FLORIDA }

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 9th day of June, 1995, by Steven M. Benjamin who is personally known to me or who has produced a valid Florida driver's license as identification and who did/did not take an oath.


NOTARY PUBLIC

Lee L. Haas
Name-Printed

LEE L. HAAS
NOTARY PUBLIC
COMMISSION # CC 402351
EXPIRES OCT 15, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.