

95000052864
LAW OFFICES
BARRETT, CHAPMAN & RUTA
PROFESSIONAL ASSOCIATION

RICHARD LEE BARRETT
VICTOR L. CHAPMAN*
R. STEVEN RUTA
ANTHINETTE DIPALMA FLOGSTEDT
*ALSO ADMITTED IN GEORGIA

940 HIGHLAND AVENUE
ORLANDO, FLORIDA 32803
P.O. BOX 533083
ORLANDO, FLORIDA 32853-3983
TELEPHONE (407) 839-6227
TELECOPIER (407) 848-1100

June 30, 1995

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
6/30/95

Re: Z & G, Inc.

Dear Sir/Madam:

Enclosed please find an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check for the sum of \$122.50 is enclosed to cover the filing fee and the expense of a certified copy.

Please file the original copy and return the certified copy to the undersigned.

Thank you for your assistance in this matter. If you have any questions do not hesitate to contact me.

Very truly yours,

Victor L. Chapman
Victor L. Chapman

VLC/bmj
Enclosures
cc: Mr. George Harrou

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ARTICLES OF INCORPORATION

OF

Z & G, INC.

EFFECTIVE 1/10/92

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is Z & G, INC.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the corporation is 1323 N. Mills Avenue, Orlando, FL 32803.

ARTICLE III

SHARES

The number of shares the corporation is authorized to issue is 100 shares par value \$1.00.

ARTICLE IV

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasurer of this corporation, in the ratio that the number of shares that he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, in inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and street of the initial Registered Agent and office of this corporation is George Haddad, 1323 N. Mills Avenue, Orlando, FL 32803.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

George Haddad

1323 N. Mills Avenue
Orlando, FL 32803

Ziad Harou

1323 N. Mills Avenue
Orlando, FL 32803

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is George Haddad, 1323 N. Mills Avenue, Orlando, FL 32803.

ARTICLE VIII

PURPOSE

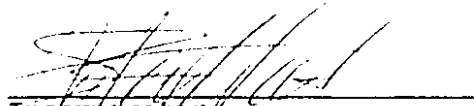
The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IX

EFFECTIVE DATE

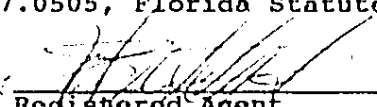
Pursuant to Fla. Stat. §607.0203, the effective date of the corporate existence is five (5) days prior to filing of these Articles of Incorporation with the State of Florida.

IN WITNESS WHEREOF, by the undersigned Incorporator has executed these Articles of Incorporation this 1st day of June, 1995.



Incorporator

Having been named as Registered Agent for the above-stated corporation, 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 §607.0505, Florida Statutes.



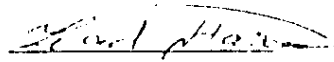
Registered Agent

P95000052864

Gentlemen:

I hereby tender my resignation as President of Z & G, Inc., a Florida corporation, to take effect as of October 1, 1995.

DATED this 12 day of APR, 1997.



Zaid Harou

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*****35.00 *****35.00

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Officer Posig.

AFFIDAVIT - RESIGNATION OF DIRECTOR

Florida Department of State, Jim Smith, Secretary of State

STATE OF FLORIDA
COUNTY OF ORANGE

FILED
97 APR 21 AM 8:49
TALLAHASSEE, FLORIDA

I, ZIAD HAROU after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, ZIAD HAROU hereby resigned effective October 1, 1995 as President of Z & G, Inc., a Florida Corporation; # P95000052864

That the corporation has been notified in writing of the resignation.

Ziad Harou

Ziad Harou

Sworn to and subscribed before me this 18 day of APR, 1997.

Keari B. Powell

Notary Public

My Commission Expires: _____

FILING FEE IS \$35.00



DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314