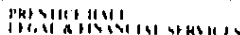


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REFERENCE : 653447 149697A

COST LIMIT : \$ 70.00

ORDER TIME : 2:18 PM

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CUSTOMER: Mr. Jeff Milhousen
SWANN HADLEY DENION & ALVAREZ,
P. A.
P. O. Box 1961

Winter Park, FL 32790-1961

NAME: Z NET, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CONTACT PERSON: Carol M. Hensal

WKL
8/4/95

95 AUG -3 AM 9:43

ARTICLES OF INCORPORATION
OF
Z NET, INC.

FILED
55 AUG -3 AM 9:43

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Z NET, INC.

The address of the principal office of this corporation shall be 815 Woodward Street, Orlando, Florida 32803, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

David Zimand
Dir./Pres.

815 Woodward Street
Orlando, Florida 32803

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 3, 1995.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

CMH/cmh

95 AUG -3 AM 9:43

FILED
CLERK OF COURT
TALLAHASSEE, FLORIDA

P95000060230

Swann, Hadley & Swann, P.A.
Attorneys and Counselors at Law

PO BOX 1961
WINTER PARK FLORIDA 32790 1961
TELEPHONE (407) 647 2777
FAX (407) 647 2157

Pervie P. Swann (1895 - 1974)

P Raul Alvarez, Jr
Ralph V. Hadley, III
Jeffrey P. Milhausen
Richard R. Swann

16 August 1995

Corporate Division
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Z NET, INC.

Dear Sir or Madam:

I enclose for filing with your office the Statement of Change of Registered Office and Registered Agent and our check in the amount of \$35 filing fee for the above-referenced corporation.

Your assistance in this matter is appreciated.

Very truly yours,



JEFFREY P. MILHAUSEN

JPM/ja

Encs.

95 AUG 21 PM 12:34
1-10113

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08/22/95-111053-4015
*****35.00 *****35.00

QA Chg.
8/25
VB

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Florida submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: Z NET, INC.
- 1b. Date of incorporation August 3, 1995 Document number P95000060230
2. The name and address of the current registered agent and office:
Corporation Service Company
1201 Hays Street, Tallahassee, Florida 32301
3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
David Zimand
815 Woodward Street, Orlando, FL 32803

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

David Zimand
SIGNATURE
August 1995
DATE

David Zimand
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE David Zimand
(Registered Agent)
DATE August 1995

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