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TREISER, KOBZA & VOLPE, CHTD.

ATTORNEYS AT LAW

The Northern Trust Building
4001 Tamiami Trail North
Suite 330
Naples, Florida 33940
Telephone (941) 649-4900
Fax (941) 649-0823

September 8, 1995

Thomas A. Collins, II *
Kent A. Johanson **
Catherine E. Kidon
Kim Patrick Kobza
Stanley J. Lieberfarb
William L. Rogers
Richard M. Treiser
Michael J. Volpe

Richard A. Shapack (S)
of Counsel

* Also admitted in Kentucky
** Also admitted in Iowa
S Also admitted in Michigan

† Board Certified
Tax Attorney

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: MZS ENTERPRISES, INC.

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for MZS ENTERPRISES, INC.. Also enclosed is our law firm's check made payable to the order of the Secretary of State in the amount of \$122.50 covering the following costs:

1. Filing Fee	\$35.00
2. Certified Copy	52.50
3. Registered Agent Designation	<u>35.00</u>

TOTAL \$122.50

Please file the original Articles and certify and return the copy to the undersigned. A pre-addressed stamped envelope is enclosed for this purpose.

If you have questions or comments concerning this matter, please feel free to contact me. Otherwise, thank you in advance for your assistance and cooperation.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Michael J. Volpe

MJV:mjw
xmt-Arts

cc: Margaret Scatena

enclosure

8/15/95

ARTICLES OF INCORPORATION
OF
MZS ENTERPRISES, INC.

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

1. Name:

The name of this Corporation is **MZS ENTERPRISES, INC.**

2. Duration.

The period of its duration is perpetual.

3. Purpose and Powers.

This Corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and United States of America.

4. Capital Stock.

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time shall be One Thousand (1,000) shares with a par value of ONE (\$1.00) DOLLAR and shall be classified as follows:

Series A Voting Stock - One Thousand (1,000) Shares

5. Initial Registered Office and Agent.

The Street address of the initial registered office of the Corporation is c/o Treiser, Kobza & Volpe, Chartered, 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940, and the name of its initial registered agent at such address is **MICHAEL J. VOLPE.**

6. Place of Business.

The principal of business of this Corporation shall be located at 374 13th Avenue South, Naples, Florida 33940, and it may have such other places of business within or without the State of Florida, or in foreign countries as may be necessary or convenient and as may be determined by the Board of Directors of this Corporation.

7. Board of Directors

The business of this Corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5), the exact number to be determined by the By-laws of the Corporation.

The name and address of the initial Director of this Corporation is MARGARET Z. SCATENA, 8420 Abbington Circle, Apt. B-22, Naples, Florida 33963.

8. Officers

The name and post office address of the President, Secretary and Treasurer who shall hold office for the first year of existence of the Corporation, or until her successor is elected pursuant to the Corporation By-laws is as follows:

MARGARET Z. SCATENA
President/Secretary/Treasurer
8420 Abbington Circle, Apt. B-22
Naples, Florida 33963

9. Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is MARGARET Z. SCATENA, 8420 Abbington Circle, Apt. B-22, Naples, Florida 33963.

10. Bylaw Amendment

The power to adopt, alter, amend or repeal the Bylaws of this Corporation shall be vested in the Board of Directors and the Shareholders.

11. Indemnification

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

12. Informal Action of Directors

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

13. Grant of Rights

Each Shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, series of stock of this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the

treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted 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, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of the notice from the Corporation.

14. Meetings By Conference Telephone.

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone as provided by law.

15. Amendment of Articles.

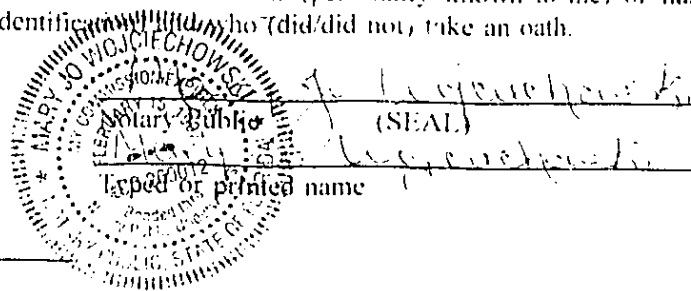
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of September, 1995.

Margaret Z. Scatena
MARGARET Z. SCATENA

STATE OF FLORIDA
COUNTY OF COLLIER

THE FOREGOING INSTRUMENT was acknowledged before me this 8th day of September, 1995, by MARGARET Z. SCATENA, who is (personally known to me) or has produced (driver's license/picture identification) who (did/did not) take an oath.



My Commission Expires:
My Commission Number is: _____

Articles of Incorporation
prepared by:

MICHAEL J. VOLPE, ESQUIRE
TREISER, KOBZA & VOLPE, CHARTERED
4001 Tamiami Trail North, Suite 330
Naples, Florida 33940
(941) 649-4900

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act

FIRST: That MZS ENTERPRISES, INC., desires to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation at 374 13th Avenue South, Naples, County of Collier, State of Florida, and has named **MICHAEL J. VOLPE**, whose office address is c/o Treiser, Kobza & Volpe, Chartered, 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping open said office.



MICHAEL J. VOLPE