

P96000003200

SAMUEL L. LePRELL
0001 154 1111

January 4, 1996

RECEIVED DATE
JAN 4 1996

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

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*****70.00 *****70.00

RE: Zetta Marketing Consultants, Inc.

Dear Sir/Madam:

I am enclosing an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00, representing the filing fees as follows:

1. Filing Fee	-	\$35.00
2. Registered Agent Fee	-	<u>35.00</u>
		\$70.00

Please date stamp the enclosed copy of the Articles of Incorporation as soon as it has been filed and return it in the envelope I have provided for your convenience.

If you should have any questions, please do not hesitate to contact the undersigned.

Sincerely,

Samuel L. LePrell
Samuel L. LePrell

SLL:cdw
Enclosures

901 BLACKSTONE BUILDING, 233 EAST BAY STREET
JACKSONVILLE, FLORIDA 32202
(904) 353-3877 • FAX (904) 354-0660

RECEIVED
JAN 4 1996
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ARTICLES OF INCORPORATION
OF

FILED

95 JAN -9 AM 2:31

Zetta Marketing Consultants, Inc. 1311

FIRST: The name of this corporation is:
Zetta Marketing Consultants, Inc.

EFFECTIVE DATE
Jan. 2, 1996

SECOND: The general nature of the business or businesses to be transacted is as follows:

To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida including but not limited to:

To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, in this state.

To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any

other state or government and to maintain margin accounts with stock brokerage firms in order to facilitate such dealings; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, hold, sell and transfer shares of its own capital stock, provided that this corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

To acquire, to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidence of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient.

To make gifts for educational, scientific or charitable purposes.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: This corporation shall have authority, to be exercised by the Board of Directors, to issue not more than Seven Thousand Five Hundred (7,500) shares of common stock at the par value of One Dollar (\$1.00) each.

FOURTH: The minimum amount of capital with which this corporation will begin business is Five Hundred and No/100 Dollars (\$500.00).

FIFTH: This corporation is to have perpetual existence. Corporate existence shall be effective at 9:00 A.M. on January 4, 1996.

SIXTH: The principal office of this corporation will be 611 Ivanhoe Way, Casselberry, Florida 32707.

SEVENTH: The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

EIGHTH: The names and post office addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
J. Gray Morrison	211 Bailoy Road River Vale, NJ 07675
Mario Rose Morrison	211 Bailoy Road River Vale, NJ 07675
Jeanette Strugis	611 Ivanhoe Way Casselberry, FL 32707

NINTH: The names and post office addresses of the subscribers of the Articles of Incorporation are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>
Samuel L. LePrell	Suite 901, Blackstone Building 233 East Bay Street Jacksonville, FL 32202
Charlotte D. Douglas-White	Suite 901, Blackstone Building 233 East Bay Street Jacksonville, FL 32202

TENTH: The street address of the initial registered office of this corporation is Suite 901, Blackstone Building, 233 East Bay Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Samuel L. LePrell.

ELEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the board of directors in respect of such matters.

In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.

Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the board of directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the corporation, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

This corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Both stockholders and directors shall have power, if the bylaws so provide, to hold their meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the board of directors.

Any action of the stockholders of this corporation may be taken without a meeting pursuant to the procedure required by Florida law. Such action shall have the same force and effect

as a vote of the stockholders at a meeting. Action taken by the board of directors of this corporation without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the board of directors whether done before or after the action so taken.

TWELFTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being the original subscribers hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 4th day of January, 1996.

Signed, sealed and delivered
in the presence of:

Sue Broward
Linda E. O'Shell

Sue Broward
Linda E. O'Shell

S. L. LePrell
Samuel L. LePrell

Charlotte D. Douglas-White
Charlotte D. Douglas-White

STATE OF FLORIDA

199

COUNTY OF DUVAL

BE IT REMEMBERED, that on this 4th day of January, 1996, personally came before me, a Notary Public for the State of Florida, Samuel L. LePrell and Charlotte D. Douglas-White, parties to the foregoing Articles of Incorporation, known to me personally to be such, and acknowledge the said Articles to be the act and deed of the signers and that the facts therein stated are truly set forth and who did not take an oath.

GIVEN under my hand and seal of office the day and year aforesaid.

Linda E. O'Shell

Notary Public--State of Florida at Large

LINDA E. O'SHELL

Printed Name of Notary

My Commission Expires: _____

Commission No. _____



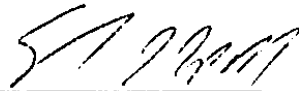
LINDA E. O'SHELL
MY COMMISSION # CC307797 EXPIRES
September 15, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE NAMING REGISTERED OFFICE
AND REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Zetta Marketing Consultants, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 611 Ivanhoe Way, Casselberry, Florida 32707 has named Samuel L. LePrell as its Registered Agent, located at Suite 901, Blackstone Building, 233 East Bay Street, Jacksonville, State of Florida, City of Jacksonville, 32202 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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 Section 607.0501, Florida Statutes.



Samuel L. LePrell

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JAN -8 PM 2:31

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P96000003200

ATTORNEY AND COUNSELOR AT LAW

SAMUEL L. LePRELL
(904) 353-4433

March 26, 1996

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

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-03/29/96--01105--004
*****35.00 *****35.00

RE: Zetta Marketing Consultants, Inc.

Dear Sir/Madam:

I am enclosing an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for Zetta Marketing Consultants, Inc., together with our check in the amount of \$35.00 representing the filing fees.

Please date stamp the enclosed copy of the Articles of Amendment as soon as it has been filed and return it in the envelope I have provided for your convenience.

If you should have any questions, please do not hesitate to contact the undersigned.

Sincerely,

SLL
Samuel L. LePrell

SLL:cdw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAR 29 PM 7:26
Ame

901 BLACKSTONE BUILDING, 233 EAST BAY STREET
JACKSONVILLE, FLORIDA 32202
(904) 353-3877 - FAX (904) 354-0660

11 APR 2 1996

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ZETTA MARKETING CONSULTANTS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.1003 of the Florida Statutes, the undersigned President and Secretary of ZETTA MARKETING CONSULTANTS, INC., a corporation existing under the laws of the State of Florida, do hereby certify:

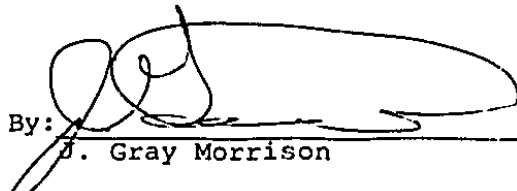
(a) The name of this corporation is ZETTA MARKETING CONSULTANTS, INC.

(b) The amendment adopted is an amendment to Article Third of the Articles of Incorporation of this corporation. The said amendment reads as follows:

"THIRD: This corporation shall have authority, to be exercised by the Board of Directors, to issue not more than One Million (1,000,000) shares of Common Stock at the par value of One Cent (\$.01) each."

(c) This amendment was unanimously adopted by the Directors and by all of the Shareholders of this corporation thereon on the 29th day of February, 1996. The vote was sufficient for adoption of this Amendment.

ZETTA MARKETING CONSULTANTS, INC.

By: 
J. Gray Morrison

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared J. GRAY MORRISON, as President and Secretary of ZETTA MARKETING CONSULTANTS, INC., to me and known by me to be the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the place aforesaid, this 29th day of February, 1996.



Notary Public--State of Florida

Printed Name: _____

My Commission Expires: _____

My Commission Expires: _____



SAMUEL L. LEPRELL
MY COMMISSION # CC357686 EXPIRES
APRIL 5, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ZETTA MARKETING CONSULTANTS, INC.

The undersigned, being the President and Secretary of the corporation, hereby certifies that:

1. The name of the corporation is ZETTA MARKETING CONSULTANTS, INC.

2. The corporation was formed pursuant to the filing of Articles of Incorporation in the office of the Secretary of State effective the 4th day of January, 1996.

3. In accordance with Florida Statute Section 607.1003, the Shareholders and the Directors have approved the Amendment to the Articles of Incorporation as attached hereto and hereby made a part of this Amendment.

IN WITNESS WHEREOF, the parties hereto have affixed their hands this 29th day of February, 1996.

ZETTA MARKETING CONSULTANTS, INC.

BY: 

J. Gray Morrison, President
and Secretary

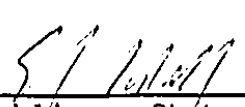
(CORPORATE SEAL)

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared J. GRAY MORRISON, as President and Secretary of ZETTA MARKETING CONSULTANTS, INC., to me well known and known by me to be the person who executed the above Certificate of Articles of Amendment on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the place aforesaid, this 29th day of February, 1996.



Notary Public -- State of Florida

Printed Name: _____

My Commission Expires: _____



SAMUEL L. LEPRELL
MY COMMISSION # CC357888 EXPIRES
April 5, 1999
BONDED THRU TROY FAIR INSURANCE, INC