# APITAL CONNECTION, INC. sinle St., Suite 1, Tallahamer, II, J2301, (904)224-8870 TELLA T

417 E. Virginia St., Suite 1, Tallahaseee, Pl. 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahaseee, Pl. 32302 TOLL FREE No. 1-800-342-8062 PAX (904) 222-1222

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THANK YOU from

#### ARTICLES OF INCORPORATION

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OF

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ZERO BEACH LTD., INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of incorporation.

## ARTICLE I - NAME

The name of the corporation shall be:

ZERO BEACH LTD., INC.

# ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 515 Gravtwig Road

Vero Beach, FL 32963

#### **ARTICLE III - DURATION**

The period of duration of the corporation is perpetual.

#### **ARTICLE IV - PURPOSE**

The purposes for which the corporation is organized is to establish and carry on a business of marketing and product design, and to engage in any activity or business permitted under the laws of the United States or the State of Florida; and to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and for the purpose of transacting any or all lawful business. The corporation shall have all the enumerated powers set forth in the Florida General Corporation Act and such other powers that are not forbidden by the Florida corporation laws or by other law or by these Articles of Incorporation.

#### **ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of common stock, all of one class, having a par value of One Dollar (\$1.00) per share.

#### ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

BENJAMIN POLK 515 Greytwig Road Vero Beach, FL 32963

## ARTICLE VIL - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

BENJAMIN POLK 515 Greytwig Road Vero Beach, FL 32963

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is:

BENJAMIN POLK 515 Greytwig Road Vero Beach, FL 32963

# **ARTICLE IX - AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  $\frac{4^{15}}{4^{15}}$  day of March, 1996.

BENJAMIN ROLK

STATE OF FLORIDA COUNTY OF INDIAN RIVER

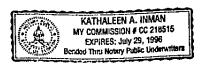
The foregoing instrument was acknowledged before me this  $\frac{1}{2}$  day of March, 1996, by BENJAMIN POLK, who is personally known to me and who did not take an oath.

**NOTARY PUBLIC:** 

(Notary Seal)

Print Name:

My Commission No. My Commission Exp:



# CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

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SECRETARY DE STATE
Pursuant to Chapters 607.0501, Florida Statutes, the following is sub-Metale SSEE, FLORIDA

ZERO BEACH LTD., INC., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at 515 Greytwig Road, Vero Beach, Indian River County, State of Florida, has named BENJAMIN POLK, as its registered agent to accept service of process within this state.

# **ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.

BENJAMIN POLK

Date: 3/4/96