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March 5, 1996

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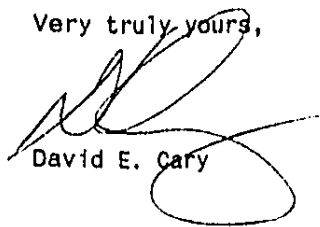
Division of Corporations
P.O. Box 8327
Tallahassee, Fl. 32314

Dear Sir or Madam:

Enclosed for filing please find the Articles of Incorporation and Certificate of Registered Agent for Zenith Venture Corpoartion. Also enclosed is a check for \$122.50 for the filing fee, designation fee and the fee for a certified copy.

Upon filing please return the certified copy to the undersigned.

Very truly yours,



David E. Cary

TALLAHASSEE, FLORIDA

MAR -6 PM 1:41

FILED

MAR 12 1996

ARTICLES OF INCORPORATION

of
ZENITH VENTURE CORPORATION

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby (s) contract with the corporation under the laws of the State of Florida.

FILED
MAY - 8 1977
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of the corporation is:

ZENITH VENTURE CORPORATION

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Thousand shares (5,000) of one Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Christie L. Phelps		
ADDRESS	9500 Mariners Cove		
CITY	Fort Myers	FLORIDA	ZIP 33919

The principal office, if known, or the mailing address of the corporation is:

NAME	Zenith Venture Corporation		
ADDRESS	9500 Mariners Cove		
CITY	Fort Myers,	FLORIDA	ZIP 33919

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Christie L. Phelps		
ADDRESS	9500 Mariners Cove		
CITY	Fort Myers	STATE Florida	ZIP 33919
NAME	R. David Bowman		
ADDRESS	9500 Mariners Cove		
CITY	Fort Myers	STATE Florida	ZIP 33919
NAME	Amie Graziano		
ADDRESS	2834 S. W. 50th Terrace		
CITY	Cape Coral	STATE Florida	ZIP 33919

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Christie L. Phelps		
ADDRESS	9500 Mariners Cove		
CITY	Fort Myers	STATE	Florida ZIP 33919
NAME	R. David Bowman		
ADDRESS	9500 Mariners Cove		
CITY	Fort Myers	STATE	Florida ZIP 33919
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 5th day of MARCH, 1996.

Christie L. Phelps (Seal)
R. David Bowman (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

ZENITH VENTURE CORPORATION

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at *** 9500 Mariners Cove
Fort Myers, Fl. 33919

has named Christie L. Phelps
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Christie L. Phelps
(registered agent)

RECEIVED
MAY 11 1992
TALLAHASSEE, FLORIDA