

*96000044512*

**ADORNO & ZEDER**  
A PROFESSIONAL ASSOCIATION

2801 SOUTH BAYHORN DRIVE  
SUITE 1000  
MIAMI, FLORIDA 33133  
TELEPHONE (305) 558-5555

RECEIVED  
MAY 17 1996  
FACSIMILE  
(305) 558-4272

May 17, 1996

Secretary of State  
P.O. Box 6327  
Tallahassee, FL 32301

RE: PriMed Health Corporation

000001881340  
-05/21/96--01035--010  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Ladies and Gentlemen:

Enclosed please the Articles of Incorporation and a check in the amount of One Hundred Twenty-Two and 50/100 for processing the above referenced corporation. Please forward a certified copy of the attached Articles of Incorporation. I have enclosed a self-addressed stamped envelope for your convenience. Thank you for your attention to this matter. Should you have any questions or require any additional information, please feel free to contact the undersigned.

Sincerely,

ADORNO & ZEDER, P.A.



Adrianna F. Marrero, Secretary to  
J.A. Ziskind, Esquire

JAZafm  
35041

Enclosures

*Same People Power  
R96 — 1610*

ARTICLES OF INCORPORATION  
OF  
PRIMED HEALTH CORPORATION

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: PRIMED HEALTH CORPORATION.

ARTICLE II

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue shall be 1,000,000 shares of common capital stock, having a par value of \$.01.

ARTICLE V

The mailing address of the corporation is 8845 School House Road, Miami, Florida 33156.

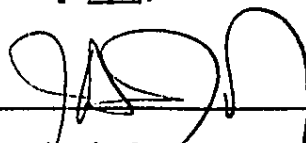
ARTICLE VI

The initial registered office of this Corporation shall be at 8845 School House Road, Miami, Florida 33156, and the initial registered agent of this Corporation shall J.A. Ziskind, Esq.

ARTICLE VII

The name and street address of the person signing these Articles of Incorporation is J.A. Ziskind, Esq., 8845 School House Road, Miami, Florida 33156.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on May 16th 1996.

  
\_\_\_\_\_  
J.A. Ziskind, Esq., Incorporator

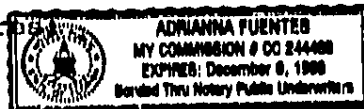
STATE OF FLORIDA     )  
                                  )   SS. 1  
COUNTY OF DADE     )

25 MAY 96 11:43  
ADRIANNA FUENTES

The foregoing instrument was acknowledged before me this  
16th day of May, 1996 by J.A. Ziskind who resides in the State of  
Florida and who is personally known to me or who has produced --  
\_\_\_\_\_ as identification.

Notary Public  
State of Florida at Large

My Commission Expires



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of PRIMED  
HEALTH CORPORATION, J.A. Ziskind, Esq., the undersigned accepts  
such appointment, agrees to act in such capacity and accepts the  
obligations imposed by Florida Statutes Section 607.0505.

\_\_\_\_\_  
J.A. Ziskind, Esq.

a:\articles.inc

4-10-1997 10:15 AM FROM: ZISKIND, ARVIN, RA 305 877 8100  
4-09-1997 10:15 AM FROM: ADORNO/ZEDER 305 877 8100

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000005793 9))

TO: DIVISION OF CORPORATIONS  
(904)922-4000

FAX #:

FROM: ADORNO & ZEDER, P.A.  
072100000120

ACCT#:

CONTACT: JUSTIN T WILSON  
PHONE: (305)860-7098  
(305)858-4777

FAX #:

NAME: PRIMED HEALTH CORPORATION

AUDIT NUMBER.....H97000005793

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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97 APR 10 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
PRIMED HEALTH CORPORATION**

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FILED  
97 APR 10 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Section 607.1006, Florida Statutes, the undersigned being the Incorporator of Primed Health Corporation, a Florida corporation (the "Corporation") does hereby execute these Articles of Amendment to the Articles of Incorporation of the Corporation.

1. Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and a new Article I shall be as follows:

Article I.

The name of this Corporation shall be:

**ZAG Group, Inc.**

2. Article V of the Corporation's Articles of Incorporation shall be deleted in its entirety and a new Article V shall be as follows:

Article V

The mailing address of the Corporation is c/o Ziskind & Arvin, P.A., 444 Brickell Avenue,  
Suite 905, Miami, FL 33131

3. Article VI of the Corporation's Articles of Incorporation shall be deleted in its entirety and a new Article VI shall be as follows:

This item prepared by:  
Kenneth I. Arvin  
444 Brickell Avenue  
Suite 612  
Miami, Florida 33131  
(305) 577-4888  
Florida Bar #0039632

H970000057939

H970000057939

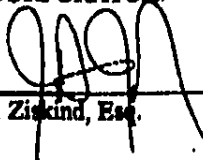
**Article VI**

The initial register office of the corporation shall be c/o Ziskind & Arvin, P.A., 444 Brickell Avenue, Suite 905, Miami, FL 33131, and the initial registered agent of this Corporation shall be J.A. Ziskind, Esq.

2. The foregoing amendment was adopted on April 13 1997.
3. The foregoing amendment was approved pursuant by the written consent of the Incorporator of the Corporation since there are not any shareholders, directors or officers of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 10 day of April, 1997, to be effective in all respects when filed with the Florida Secretary of State.

INCORPORATOR:

  
\_\_\_\_\_  
J.A. Ziskind, Esq.

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4-40-1997 10:51 AM FROM: ZIS, AND ARVIN, PA 305 877 8000  
4-40-1997 10:51 AM FROM: ADORNO & ZEDER 305 877 8000

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ELECTRONIC FILING COVER SHEET  
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TO: DIVISION OF CORPORATIONS  
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FROM: ADORNO & ZEDER, P.A.  
072100000120  
CONTACT: JUSTIN T WILSON  
PHONE: (305) 860-7098  
(305) 858-4777

FAX #:  
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