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Law Offices of
Henry M. Andreasen, Jr., P.A.

6225 Presidential Court
Fort Myers, Florida 33919

FILED

96 JUL -5 AM 11:40

Telephone (941) 382-3066
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SEAL
TALLAHASSEE, FLORIDA

July 3, 1996

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

400001885634
-07/05/96--01093--015
*****70.00 *****70.00

Re: ZZS ENTERPRISES, INC.

Dear Sirs:

Enclosed for filing in the Division of Corporations are the following documents:

1. Articles of Incorporation for the referenced corporation.
2. Designation of Registered Agent for the referenced corporation.
3. One extra copy of Articles to be stamped and returned to my office.

My check in the amount of \$70.00 for the filing fee for the articles and designation of registered agent is enclosed.

Thank you for your attention to this matter.

Yours truly,

Henry M. Andreasen, Jr.

Henry M. Andreasen, Jr.
For the Firm

HMA/jp

Enclosures

PK
7/9/96

**ARTICLES OF INCORPORATION
OF
ZZS ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be ZZS ENTERPRISES, INC..

ARTICLE TWO

CORPORATE DURATION

The corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE

PURPOSE OF CORPORATION

The general purposes for which the corporation is organized are:

1. To engage in the business of development and distribution of computer software.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

OFFICE

The principal office of the corporation shall be located at 712 Willow Drive, Lehigh Acres, Florida 33936 and its mailing address shall be the same.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100,000. The shares shall be of a single class, and shall have a par value of 1 Cent (\$.01) per share.

ARTICLE SIX

SHAREHOLDER'S PREEMPTIVE RIGHTS

Each shareholder shall have the right to maintain their fixed percentage of ownership in the corporation by purchasing their proportionate share of any new stock issued by the corporation.

ARTICLE SEVEN

S CORPORATION ELECTION

It is the intent of the Incorporator that the corporation qualify as an S corporation under Section 1361, of the Internal Revenue Code and that such actions be taken by the appropriate officers of the corporation to accomplish the compliance. The corporation shall continue its business operations as an S corporation until such time as the board of directors or shareholders of the corporation elect otherwise.

ARTICLE EIGHT

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 712 Willow Drive, Lehigh Acres, Florida 33936 and the name of its initial registered agent at that address is Sofia Hukowski.

ARTICLE NINE

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Sofia Hukowski	712 Willow Drive, Lehigh Acres, Florida 33936.
Zinaida Hukowski	400 Midland Avenue, Apt. 3, Garfield, New Jersey 07503
Paul Hukowski	712 Willow Drive, Lehigh Acres, Florida 33936

ARTICLE TEN

INCORPORATORS

Name
Sofia Hukowski

Address
712 Willow Drive, Lehigh Acres, Florida 33936.

ARTICLE ELEVEN

INDEMNIFICATION

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE TWELVE

AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, by a majority vote of the board of directors, and any right conferred upon the shareholders of the corporation is subject to this reservation.

Executed by the undersigned at Fort Myers, Florida, on July 3, 1996.

Sofia Hukowski
Sofia Hukowski

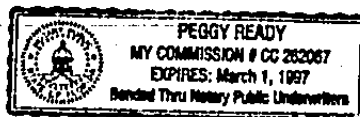
STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 3 day of July, 1996, by Sofia Hukowski, who is personally known to me or who has produced Photo ID as identification.

Peggy Ready
Notary Public
Printed Name of Notary:
Peggy Ready
Notary Commission No:

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is:

ZZS ENTERPRISES, INC.

2. The name and street address of the registered agent and office is:

Sofia Hukowski
712 Willow Drive
Lehigh Acres, Florida 33936.

Dated: July 3rd, 1996.

Sofia Hukowski
Sofia Hukowski

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Sofia Hukowski
Sofia Hukowski
Registered Agent