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July 16, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-07/18/96--01070--0008
****122.50 ****122.50

Re: ZFE, INC.

Dear Sir or Madam:

Enclosed herewith are two executed copies of the Articles of Incorporation for the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
Total	\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,

NASON, GILDAN, YEAGER, GERSON &
WHITE, P.A.

Georgina J. Popham
Georgina J. Popham
Legal Assistant

Enclosures: Check
Articles in duplicate

cc: Nancy K. Zambell (w/enclosures)
Domenick R. Lioce, Esq.

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FILED
96 JUL 18 AM 11:07
TALLAHASSEE, FLORIDA

ASN JUL 18 1996

ARTICLES OF INCORPORATION
OF
ZFE, INC.

FILED
06 JUL 18 AM 11:06
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation pursuant to Section 607 of the Florida Corporation Act.

ARTICLE I

NAME

The name of this Corporation shall be:

ZFE, Inc.

ARTICLE II

ADDRESS

The principal office and the mailing address of the corporation is:

11 F Lexington Lane East
Palm Beach Gardens, Florida 33418

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 1000 shares of Common Stock having a par value of \$.01 per share. All shares shall be of the same class and all shareholders shall have unlimited voting rights.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1645 Palm Beach Lakes Boulevard
Suite 1200
West Palm Beach, Florida 33401

The name of the initial registered agent of this Corporation at that address shall be:

Domenick R. Lioce

ARTICLE V

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have one (1) director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-laws (but at no time shall there be less than one (1) director of the Corporation).

ARTICLE VI

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors

have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
James P. Hornick	14 Maplecrest Circle Jupiter, Florida 33458

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Domenick R. Lioce	1645 Palm Beach Lakes Boulevard Suite 1200 West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, this 15 day of July, 1996.

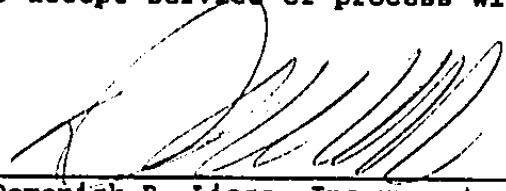


Domenick R. Lioce, Incorporator

**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, ZFE, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated

therein at 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401, has named Domenick R. Lioce located thereat as its registered agent to accept service of process within this State.

By: 
Domenick R. Lioce, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Domenick R. Lioce, Registered Agent

FILED
56 JUL 18 AM 11:06
TALLAHASSEE, FLORIDA