

Law Offices

Fogel Rubin & Fogel

A Partnership of Professional Associations

COURTHOUSE TOWER, SUITE 350 • 44 WEST FLAGLER STREET • MIAMI, FL 33130 • 305 577-4905 • Fax 305 372-0936

Terry L. Fogel, P.A.
Board Certified Marital and Family Lawyer

Gladelmy C. Rubin
Certified Legal Assistant

Scott L. Rubin, P.A.
Board Certified Marital and Family Lawyer
Certified Family Mediator

Joel D. Fogel, P.A.
Also Admitted in New York and Colorado

June 3, 1996

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

500001858185
-06/06/96--01070--015
***\$122.50 ***\$122.50

RE: ~~TTT, INC.~~ Zaccheus, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation of the above-captioned corporation.

Kindly prepare a certified copy of said Articles of Incorporation, endorse your approval thereon and return the copy to us.

We are enclosing our check in the amount of \$122.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

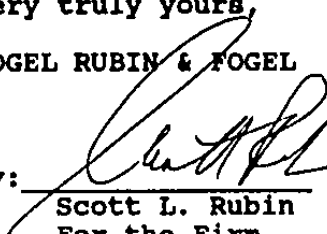
~~496-12219~~

If a charter cannot be issued for any reason, please contact this office immediately.

Thank you for your cooperation in this matter.

Very truly yours,

FOGEL RUBIN & FOGEL

By: 
Scott L. Rubin
For the Firm

Dmc
6/7/96

~~634-502~~

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 20 AM 9:12

FILED

Enclosures: (Original and one copy of the Articles)

GCR:ROGERS/TTT-INC.ART

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August 16, 1996

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

RE: **Zaccheus, Inc.**

Dear Ms. McDuffie:

Pursuant to your letter of June 7, 1996 (a copy of which is attached for your ease of reference), enclosed are the original and one copy of the Articles of Incorporation of the above-captioned corporation.

Kindly prepare a certified copy of said Articles of Incorporation, endorse your approval thereon and return the copy to us.

Your office is holding the check we previously submitted in the amount of \$122.50 to cover the following:

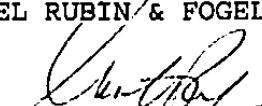
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Registered Agent Fee	35.00

If a charter cannot be issued for any reason, please contact this office immediately.

Thank you for your cooperation in this matter.

Very truly yours,

FOGEL RUBIN & FOGEL

By: 
Scott L. Rubin
For the Firm

Enclosures: (Original and one copy of the Articles)

GCR:ROGERS/ZACCHEUS-INC.ART



COPY

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 7, 1996

SCOTT L. RUBIN, ESQ.
FOGEL RUBIN & FOGEL
44 WEST FLAGLER STREET SUITE 350
MIAMI, FL 33130

SUBJECT: TTT, INC.
Ref. Number: W96000012219

We have received your document for TTT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00028667

ARTICLES OF INCORPORATION
OF
Zaccheus, Inc.

FILED

96 AUG 20 AM 9:12

ARTICLE I - NAME AND PRINCIPAL OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this Corporation is Zaccheus, Inc. Its initial principal office and mailing address is in care of Fogel Rubin & Fogel, 350 Courthouse Tower, 44 W. Flagler Street, Miami, FL 33130.

ARTICLE II - COMMENCEMENT OF EXISTENCE

This Corporation shall commence to exist on the date these Articles are filed with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be the only class of shares.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class of service as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is the same as its initial principal office and mailing address, to-wit: 350 Courthouse Tower, 44 West Flagler Street, Miami, FL

33130. The initial registered agent at that address is Scott L. Rubin, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws. The name and address of the initial director of this Corporation is: Walter Rogers, Route 2 - Box 236, Wellborn, FL 32094.

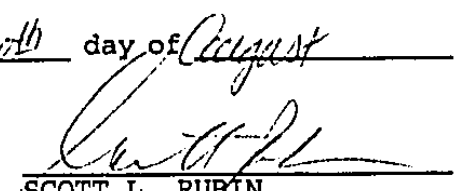
ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Scott L. Rubin, Esquire, 350 Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of August 1996.


SCOTT L. RUBIN

STATE OF FLORIDA)
)
COUNTY OF DADE) ss

BEFORE ME, the undersigned authority, personally appeared SCOTT L. RUBIN, to me personally known to be the person described as Subscriber in and who took an oath, executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to them.

WITNESS my hand and official seal at Miami, Dade County,
Florida this 1st day of August 1996.

Teresita Benitez
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My Commission Expires:



CERTIFICATE OF ACCEPTANCE OF APPOINTMENT

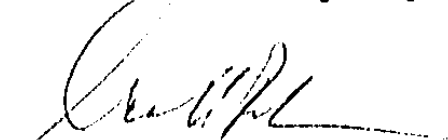
AS REGISTERED AGENT

FILED

06 AUG 20 AM 9:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Zaccheus, Inc., having appointed the undersigned : as its Regis-
tered Agent and 350 Courthouse Tower, 44 West Flagler Street,
Miami, Florida 33130 as its registered office, the undersigned
hereby accepts said appointment and agrees to act in said capacity.


SCOTT L. RUEIN