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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC. ACCT#:
075350000353
CONTACT: CATHY LEACH
PHONE: (212)431-5000 FAX #:
(212)431-1441

NAME: ZIPFO-1996, INC.
AUDIT NUMBER.....H96000012260
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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**ARTICLES OF INCORPORATION
OF**

Zippo-1998, Inc.

FILED
SEP-3 1996
TALLAHASSEE, FLORIDA

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **Zippo-1998, Inc.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **5,000 at \$1.00 Par Value** shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be **8311 NE 18ST., FORT LAUDERDALE, FL 33305** and the name of its initial registered agent at such address is **LINDA W. CRUCE**.
6. The number of directors constituting the initial board of directors is **one** and the name and address of each person who is to serve as a member thereof is as follows:

LINDA CRUCE, 1831 PALM CITY ROAD-SUITE 402, STEWART, FL 34994
7. The name and address of the sole incorporator is: **ROBERT ARATINGI, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK NY 10013.**

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 08/26/96


ROBERT ARATINGI
Sole Incorporator

H960000: 2260
Blumberg/Excelsior
62 White St.
NY, NY 10013
H960000: 2260
212-431-5000

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ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

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TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment as Registered Agent of Zippo-1900, Inc., the within named corporation.

Dated:

Linda W. Cruce
LINDA W. CRUCE

BlumbergExcelsior
62 White St.
New York, NY 10013
H96000012260
212-431-5000