

1-2712

TRANSMITTAL LETTER
P96000073774

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

900001933329
-08/27/96--01131--004
***131.25 ***131.25

SUBJECT: ZKPHYR INVESTMENTS CORP
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: RICHARD A. PANKEY
Name (printed or typed)
8357 W. FLAGLER STREET SUITE #319
Address
MIAMI, FLORIDA 33144
City, State & Zip
(305) 775-1355
Daytime Telephone number

8/29/96
JH
096-18165
505

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 29, 1996

RICHARD A. PANKEY
8357 W FLAGLER ST STE 319
MIAMI, FL 33144

SUBJECT: ZEPHYR INVESTMENTS CO. L.L.C.
Ref. Number: W96000018165

We have received your document for ZEPHYR INVESTMENTS CO. L.L.C. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 096A00040884

**ARTICLES OF INCORPORATION
OF
ZEPHYR INVESTMENTS CORP.**

FILED STATE
SECRETARY OF CORPORATIONS
96 SEP -3 PM 3:27

THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF
INCORPORATION, NATURAL PERSONS COMPETENT TO CONTRACT, DO
HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THE CORPORATION SHALL BE:

ZEPHYR INVESTMENTS CORP.

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL
BE 8357 W. FLAGLER STREET SUITE #319, MIAMI, FLORIDA 33144.

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE OR TRANSACT IN ANY OR ALL
LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE
UNITED STATES, THE STATE OF FLORIDA OR ANY OTHER STATE, COUNTRY,
TERRITORY OR NATION.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 50 SHARES OF COMMON STOCK HAVING NO PAR VALUE PER SHARE.

ARTICLE IV. ADDRESS

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION SHALL BE 8357 W. FLAGLER STREET SUITE #319, MIAMI, FLORIDA 33144, AND THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS IS RICHARD A. PANKEY.

ARTICLE V. TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS, OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VII. OFFICERS

THE NAME AND ADDRESS OF THE INITIAL OFFICERS OF THE CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION, OR UNTIL THEIR SUCCESSORS ARE ELECTED OR APPOINTED ARE:

JOAQUIM A. DeLIMA 8357 W. FLAGLER ST. #319
PRESIDENT & TREAS. MIAMI, FLORIDA 33144

NEAL BARTOLLETA 8357 W. FLAGLER ST. #319
V-PRESIDENT/SEC. MIAMI, FLORIDA 33144

ARTICLE VIII. DIRECTORS

THIS CORPORATION SHALL HAVE NO DIRECTORS, INITIALLY. THE AFFAIRS OF THE CORPORATION WILL BE MANAGED BY THE SHAREHOLDERS UNTIL SUCH TIME DIRECTORS ARE DESIGNATED AS PROVIDED BY THE BYLAWS.

ARTICLE IX. INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION IS:

RICHARD A. PANKEY
8357 W. FLAGLER STREET
SUITE 319
MIAMI, FLORIDA 33144

IN WITNESS WHEREOF, THE UNDERSIGNED AUTHORIZED
AGENT OF **SEPHYR INVESTMENTS CORP.** HAS HEREUNTO SET HIS
HAND ON THIS 19TH. DAY OF AUGUST, 1996.

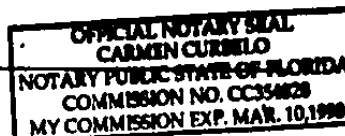
BY: **SEPHYR INVESTMENTS CORP.**
Richard A. Pankey
RICHARD A. PANKEY, AGENT

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE
ME THIS 19TH. DAY OF AUGUST, 1996, BY RICHARD
A. PANKEY.

Carmen Curbelo
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: _____



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/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 THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ZEPHYR INVESTMENTS CORP.

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

RICHARD A. PANKEY

(NAME)

8357 W. FLAGLER STREET SUITE #319

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

MIAMI, FLORIDA 33144

(CITY/STATE/ZIP)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 PM 3:27

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.

Richard A. Pankey
(SIGNATURE)

August 22, 1996
(DATE)