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AMY M. WILLIAMS

ATTORNEY AT LAW

520 SECOND AVENUE BO1711
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September 3, 1996

The Hon. Jim Smith
Secretary of State
The Capitol
Tallahassee, FL 32399-0001

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-09/03/96--01017--003
****122.50 ****122.50

Re: Incorporation of Z-Force, Inc.

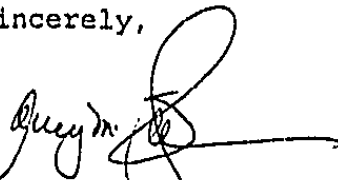
Dear Sir:

Enclosed for filing please find Articles of Incorporation of Z-Force, Inc. and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served (original and one copy).

My check in the amount of \$122.50 is enclosed for the filing fee. Please return a stamped/filed copy of the Articles and Certificate in the enclosed, self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely,



Amy M. Williams
Attorney at Law

AMW/ae

Enclosures

cc: Z-Force, Inc.

FILED
96 SEP -6 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7-10-96
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ARTICLES OF INCORPORATION
OF
Z-FORCE, INC.

FILED
SEP-5 1988
FBI - TAMPA

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be Z-FORCE, INC.

ARTICLE II - NATURE OF BUSINESS

A.

To engage in any activity or business allowed under the laws of the State of Florida and the laws of the United States; to own and operate a service company to serve and provide help to mentally and physically handicapped persons with their personal growth and to achieve a better standard of living for themselves.

B.

To hold, lease, purchase and convey real and personal property and to mortgage or lease the same with its franchises.

C.

To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

D.

For the purpose of acquisition of property, business rights or franchises, for additional working capital, or for any other object in or about its businesses or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

E.

To buy, sell, own, or otherwise dispose of its own stock or stock in any other firm, company or corporation and to vote the same as if owned by an individual.

F.

To do and perform any other acts or things and to exercise any and all powers which a partnership or natural person could do or exercise and which are now or hereafter may be authorized by law; generally to make and perform contracts of any kind and description for the purpose of attaining any of the objectives of the corporation; and generally to do and perform any of the things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied and which specifically enumerated powers are not in limitation of any powers not herein conferred and by law permitted.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having a par value of \$1.00. It is the intention of the Board of Directors that this stock qualify under §1244 of the Internal Revenue Code.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V - REGISTERED ADDRESS AND REGISTERED AGENT

The address of the principal office of this corporation in the State of Florida is: 1150 - 59th Avenue North, St. Petersburg, Florida 33703, and the registered agent is REGINALD COLLIER, 1150 59th Avenue North, St. Petersburg, Florida 33703.

ARTICLE VI - DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
REGINALD COLLIER	President Treasurer	1150 - 59th Avenue North St. Petersburg, FL 33703
LINDA B. COLLIER	Vice-President Secretary	1150 - 59th Avenue North St. Petersburg, FL 33703

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
REGINALD COLLIER	1150 - 59th Avenue North St. Petersburg, FL 33703	60%
LINDA B. COLLIER	1150 - 59th Avenue North St. Petersburg, FL 33703	40%

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, I have hereunto set my hand and seal,, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of September, 1996.



REGINALD COLLIER


LINDA B. COLLIER

STATE OF FLORIDA)

COUNTY OF PINELLAS)

I HEREBY CERTIFY that before me this date, personally appeared
REGINALD COLLIER, who is personally known to me or who produced
_____ as identification and who executed
the foregoing Articles of Incorporation and acknowledged before me
that he executed the same for the purposes therein expressed this
3rd day of September, 1996.



NOTARY PUBLIC
AMY M. WILLIAMS
Printed Name of Notary Public

My Commission Expires:

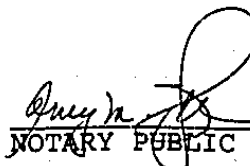
STATE OF FLORIDA)

COUNTY OF PINELLAS)



AMY M. WILLIAMS
Notary Public, State of Florida
My Comm. Exp. Jan. 23, 1998
Comm. No. CC 335221

I HEREBY CERTIFY that before me this date, personally appeared
LINDA B. COLLIER, who is personally known to me or who produced
_____ as identification and who executed
the foregoing Articles of Incorporation and acknowledged before me
that she executed the same for the purposes therein expressed this
3rd day of September, 1996.



NOTARY PUBLIC
AMY M. WILLIAMS
Printed Name of Notary Public

My Commission Expires:



AMY M. WILLIAMS
Notary Public, State of Florida
My Comm. Exp. Jan. 23, 1998
Comm. No. CC 335221

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCEEDS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Z-FORCE, INC. having been organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, and has named REGINALD COLLIER of 1150 59th Avenue North, St. Petersburg, Florida 33703, as its agent to accept service of process within the State.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept and agree to act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.


REGINALD COLLIER

This instrument prepared by:

AMY M. WILLIAMS, ESQUIRE
Attorney at Law
520 - 2nd Avenue South
St. Petersburg, Florida 33701
(813) 823-7788

FILED
96 SEP -6 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA