

800-242-8086

201 BAYS STREET
 101-277-0000
 101-277-0000
 800-342-8086
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LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 090108 7115905

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 18, 1996

ORDER TIME : 12:13 PM

ORDER NO. : 090108

CUSTOMER NO: 7*15905

CUSTOMER: Mr. Steven J. Zimath
STEVEN J. ZIMATH

7309 Castle Drive

Sarasota, FL 34240

DOMESTIC FILING

NAME: ZIMAFER PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

RECEIVED
STATE DEPARTMENT
SEP 19 11 35 AM '96
DIVISION OF INVESTIGATION
96/1816

ARTICLES OF INCORPORATION
OF

ZIMAFER PROPERTIES, INC

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is ZIMAFER PROPERTIES, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually

ARTICLE III - GENERAL PURPOSE

The general purposes for which the corporation is organized are:

- (A) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- (B) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 5421 Myrtlewood, Sarasota, Florida 34235.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 5421 Myrtlewood, Sarasota, Florida 34235 and the name of its initial registered agent at that address is Craig J. Schaeffer.

ARTICLE VI - CAPITAL STOCK

The aggregate number of shares of capital stock that the Corporation is authorized to issue and have outstanding is seven thousand five hundred (7,500) shares which shall be designated as common shares. Such shares shall be in a single class and have a par value of one (1) dollar per share.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- (A) The initial number of directors of the Corporation shall be two (2).
- (B) The number of directors of the Corporation may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders, but shall never be less than one (1).
- (C) The names and addresses of the initial Board of Directors who shall hold office until their successors are duly elected and have qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Craig J. Schaeffer	5421 Myrtlewood Sarasota, FL 34235
Steven J. Zimath	7309 Castle Drive Sarasota, FL 34240

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Craig J. Schaeffer	5421 Myrtlewood Sarasota, FL 34235
Steven J. Zimath	7309 Castle Drive Sarasota, FL 34240

ARTICLE IX - PREEMPTIVE RIGHTS

Holders of shares of any class or series of the Corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the Corporation, have preemptive rights to purchase shares of any class or series issued, sold, or otherwise transferred for cash. To be effective, a preemptive right must be exercised by a tender, in cash, of the aggregate purchase price of the shares to be purchased to the Corporation at its principal office. Any shareholder may

only exercise preemptive rights to the same extent of the shares that shareholder already holds. Such shareholder shall be entitled to exercise preemptive rights with respect to all, and not less than all, shares that the shareholder's preemptive rights apply. No preemptive rights shall be exercised if, in the opinion of legal counsel to the Corporation, the exercise of such preemptive rights would violate any law, rule, or regulation, including but not limited to state and federal securities laws, to which the Corporation is subject.

ARTICLE X - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the Corporation shall be vested in either the Board of Directors or the shareholders. However, no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors. Further, only shareholders may adopt a By-Law which increases or decreases the number of directors of the Corporation.

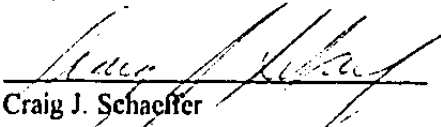
ARTICLE XI - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by law.

IN WITNESS THEREOF, the undersigned have executed these Articles of Incorporation on this 16 day of Sept, 1996.



Craig J. Schaeffer



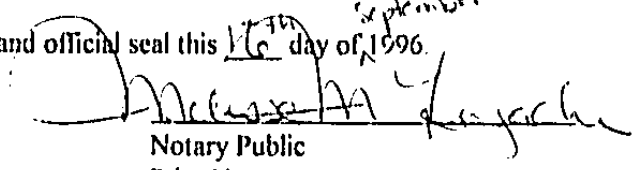
Steven J. Zimath

FILED
OFFICE
SEP 12 11 01 AM '96

STATE OF FLORIDA)
) SS
COUNTY OF SARASOTA)

BEFORE ME the undersigned authority, personally appeared Craig J. Schaeffer and Steven J. Zimath, to me personally known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed and they did not take an oath.

WITNESS my hand official seal this 16th day of September, 1996.


Notary Public

Print Name: _____



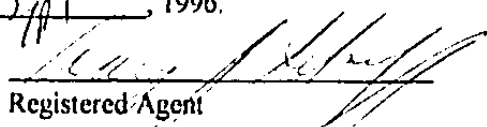
Melissa M. Longacher
MY COMMISSION # CC563494 EXPIRES
February 9, 2000
BONDED THRU TROY FARM INSURANCE, INC.

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Zimafer Properties, Inc., in accordance with the foregoing Articles of Incorporation.

DATED this 16 day of Sept, 1996.


Registered Agent