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1201 N. W. STREET
TALLAHASSEE, FL 32302-2607
904-222-9171
904-222-0393 FAX

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FILED



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 174906 130699A

AUTHORIZATION :

COST LIMIT : \$ PPD

96 DEC -4 PM 3:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 4, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 174906-005

CUSTOMER NO: 130699A

100002019761--1
-12/04/96--01087--021
****122.50 ****122.50

CUSTOMER: Benjamin A. Jablow, Esq
BENJAMIN A. JABLOW, ESQ

Suite 102
1680 Fruitville Road
Sarasota, FL 34236

DOMESTIC FILING

NAME: PLANET Z, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC -4 PM 12:13
DIVISION OF CORPORATION

12-4-96

ARTICLES OF INCORPORATION

FOR

PLANET Z, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is PLANET Z, INC.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose of this corporation is to transact all lawful business.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is 1000 shares with a One Dollar (\$1.00) par value.

ARTICLE FIVE

The mailing address of the corporation is 2477 Stickney Point Road, Suite 211B, Sarasota, FL 34231. The name of the initial registered agent is Ben Jablow, Esq. The registered office is located at 1680 Fruitville Road, Suite 102, Sarasota, FL 34236.

ARTICLE SIX

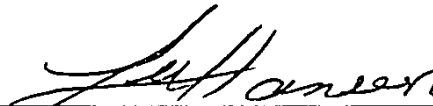
The number of initial director is one (1) and the name and address of the director is:

Lee Hansen	2477 Stickney Point Road, Suite 211B Sarasota, FL 34231
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ARTICLE SEVEN

The name and address of the incorporator is:

Lee Hansen	2477 Stickney Point Road, Suite 211B Sarasota, FL 34231
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Lee Hansen, Incorporator

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TALLAHASSEE, FLORIDA

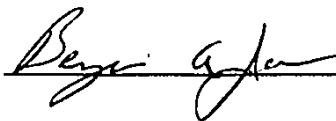
STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged before me this 3rd day of December, 1996, by Lee Hansen, to be known or who presented personally known as identification and who personally appeared before at the time of notarization and who did/~~did not~~ take an oath.

NOTARY PUBLIC STATE OF FLORIDA



BENJAMIN A. JABLOW
My Commission CC400008
Expires Sep. 21, 1998
Bonded by HAI
800-422-1555



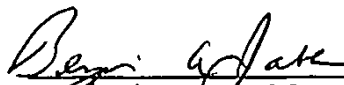
Benjamin A. Jablow
Typed/Printed Name of Notary

Personally Known: X; or Producing Identification _____

TYPE OF IDENTIFICATION PRODUCED _____

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept the service of process for the above-stated corporation at the place designated in this statement, 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, I am familiar with and accept the obligations of my position as registered agent.


Benjamin A. Jablow, Esq.

Date: December 3, 1996