

L. Roland Blossom

Attorney at Law

Post Office Drawer 2009
333 South Ridgewood Avenue
Daytona Beach, Florida 32115
904/255-2111

December 25, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/31/96--01015--009
****122.50 ****122.50

Re: Z. Leatherwood, Inc. - A Florida Corporation

Dear Sir:

Enclosed for filing are the Articles of Incorporation for Z. Leatherwood, Inc., a Florida Corporation for profit. Also enclosed is check #2482, in the amount of \$122.50 to cover the cost of filing the articles, resident agent designation, and one (1) extra copy for a certified copy of the articles.

After processing, please return the certified document to my office at 333 S. Ridgewood Avenue, Daytona Beach, Florida 32114.

Thank you.

Sincerely yours,



L. Roland Blossom

LRB/b

Enclosures: Articles of Incorporation (original + 1 copy)
Check for \$122.50

FILED
96 DEC 30 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DMC
1-6-97*

FILED

ARTICLES OF INCORPORATION

OF

Z. LEATHERWOOD, INC.

A Florida Corporation

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SECRET
TALLAHASSEE, FLORIDA

The undersigned hereby declares the purpose of becoming a corporation under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME

The name of the corporation is **Z. LEATHERWOOD, INC.**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

TYPE OF CORPORATION

This is a close corporation.

ARTICLE IV

PURPOSE

The purpose for which the corporation is organized is to transact any and all lawful business for which profit corporations may be incorporated under the laws of the State of Florida and the United States of America, including, but not limited to, any and all of the

things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

a) To own and operate a public relations and opinion research business or businesses, and any and all other businesses related thereto including, but not limited to, advertisement design and media buying, and any and all businesses related to or similar thereto.

b) To take, acquire, buy, hold, own, maintain, work, develop, sell, convey, lease, mortgage, exchange, improve, and otherwise deal in and dispose of real estate and personal property, including, but not limited to, residential and commercial property of all kinds, apartment houses and the operation thereof, and the leasing of commercial property of all kinds, apartment houses and the operation thereof, and the leasing of space therein, both furnished and unfurnished, and all kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to amounts, except as otherwise stated hereinafter; to buy, sell, assign, convey, and cancel liens upon property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein, without limits as to amounts, except as otherwise stated hereinafter; to act as broker or agent for the purchase, sale, leasing and management of real estate, and negotiating of loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures, and other negotiable instruments of whatever nature, and secure the same by mortgage on its property or otherwise; to issue on commission, subscribe for, take, acquire, hold, exchange and deal in shares, stocks, bonds, obligations or securities of any government or authority, individual or corporation.

c) To build, construct or otherwise acquire products of all kind, franchises, patents, copyrights, buildings, and other commodities; to sell, rent, lease, convey, and otherwise market the same.

d) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade, or enterprise permitted by the laws of the State

of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise as well as all and every lawful type of business.

e) To serve as trustee under any trust instrument, trust deed, or mortgage in the nature of a deed of trust.

f) To exercise generally such power as may be incident to, or convenient for the purposes and businesses of the corporation and to have, exercise, and enjoy all the rights and privileges of corporations for profit under the laws of the State of Florida, it being expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE V

DIRECTORS

There shall be no directors. Shareholders shall be responsible for managing the affairs of the corporation and shall act in the capacity of directors.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1120 Wheeler Avenue, Daytona Beach, Volusia County, Florida 32114. The principal office is the same.

The initial registered agent at such address is Zelda V. Leatherwood.

ARTICLE VII

CAPITAL STOCK

The total number of shares of capital stock which may be issued by this corporation is TEN (10) SHARES, with a par value of ONE HUNDRED DOLLARS (\$100.00) each, all of which shall be non-assessable common stock and shall be fully paid.

All such stock shall be payable in cash, property, labor, or services, at a valuation to be determined by the Shareholders from time to time.

The shares of stock to be issued by the corporation shall be issued, accepted and held subject to the following provisions:

1. In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees, and nominee or personal representative of any share(s) of stock in the corporation, desires to sell any or all of those shares, such stockholder must, by giving written notice of such desire to a majority of the shareholders, acting as a Board of Directors, the right or privilege for fifteen (15) days to purchase the same at a price agreed upon in writing between such stockholders and the corporation or such nominee, or in default of such agreement, at a price equal to the book value of said stock, and no stock of the corporation shall be transferred upon its books unless the foregoing provisions have been complied with, and any attempt to transfer such stock in any other manner other than specifically set forth herein shall be void.

ARTICLE VIII

CAPITAL

The amount of capital with which the corporation will begin business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE IX

INDEBTEDNESS AND REAL ESTATE

The highest amount of indebtedness to which this corporation may obligate itself is ONE HUNDRED THOUSAND DOLLARS (\$100,000.00), and the maximum amount of real estate which it may own is TWO HUNDRED FIFTY THOUSAND DOLLARS (\$250,000.000).

ARTICLE X

BY-LAWS

The by-laws of the corporation are to be made, altered, or rescinded by the shareholders of the corporation.

ARTICLE XI

INCORPORATORS

The name and address of the incorporator and the number of shares of stock to which she agrees to take as a subscriber is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Zelda V. Leatherwood	1120 Wheeler Avenue Daytona Beach, FL 32114	TEN (10) SHARES

ARTICLE XII

OFFICES & OFFICERS

The names, addresses and offices of the first (1st) officers who shall serve in their capacities until permanent officers shall be elected are as follows:

<u>OFFICE</u>	<u>OFFICERS</u>	<u>ADDRESS</u>
President/Treasurer	Zelda V. Leatherwood	1120 Wheeler Avenue Daytona Beach, FL 32114
Secretary	Dorothy G. Lewis	429 Tarragona Way Daytona Beach, FL 32114

ARTICLE XIII


SUBCHAPTER "S"

The undersigned shareholder/incorporator does hereby consent to the election by said corporation to be subject to the provisions of Subchapter "S" of the Internal Revenue Code.

ARTICLE IX
AMENDMENTS

Said corporation reserves the right to amend, alter, change, or repeal any provision contained in the certificate in the manner now or hereafter permitted by law or proscribed by statute; all rights conferred upon the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, being the only and original subscriber to the capital stock hereinbefore named, for the purpose of forming a corporation to do business within and without the State of Florida, do hereby declare and certify that the facts herein stated are true and that I have executed this document for the purpose of becoming a corporation under the said laws of the State of Florida, and do hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly, I have hereunto set my hand and seal this 18 day of December, A.D. 1996.


Zelda V. Leatherwood
Incorporator

AFFIDAVIT

STATE OF FLORIDA)

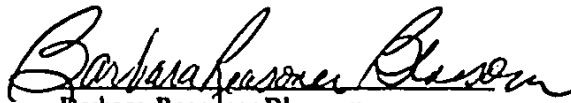
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COUNTY OF VOLUSIA)

BE IT REMEMBERED that on the 18th day of December, A.D. 1996,
personally appeared before me, a notary public, in and for the State of Florida, Zelda V.

Leatherwood, personally known to me, and known to me to be the person named in the foregoing ARTICLES OF INCORPORATION, and acknowledged the said ARTICLES OF INCORPORATION to be her act and deed, acknowledged that the facts set forth herein are true, and acknowledged that she has executed the ARTICLES OF INCORPORATION for the purposes of becoming a corporation under the Laws of the State of Florida.

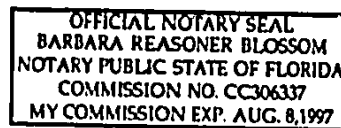
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at
Daytona Beach, Volusia County, Florida the day and year first above written.



Barbara Reasoner Blossom
Notary Public, State of Florida, At Large
My commission expires:

THIS INSTRUMENT PREPARED BY:

L. Roland Blossom
Attorney and Counselor-at-Law
Florida Bar #216259
333 South Ridgewood Avenue
Daytona Beach, Florida 32114
904/255-2111



STATE OF FLORIDA DEPARTMENT OF STATE

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

In compliance with Section 607.0501(3), Florida Statutes, the following is submitted:

Z. LEATHERWOOD, INC., with its registered office and place of business at 1120 Wheeler Avenue, City of Daytona Beach, and State of Florida 32114, has named **ZELDA V. LEATHERWOOD**, residing at 1120 Wheeler Avenue, City of Daytona Beach, State of Florida 32114, as its agent to accept service of process within Florida.

Signature: Dorothy G. Lewis
Dorothy G. Lewis
Title: Secretary
Date: December 18, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept, the duties and obligations of Section 607.0505, Florida Statutes.

Signature: Zelda V. Leatherwood
Zelda V. Leatherwood
Title: President
Date: December 18, 1996