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SCOTT R. NABORS
A PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW
486 HARRISON AVENUE
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January 3, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/14/97--01033--002
****122.50 ****122.50

Re: ZEM, Inc. *of Panama City*

Dear Sir or Madam:

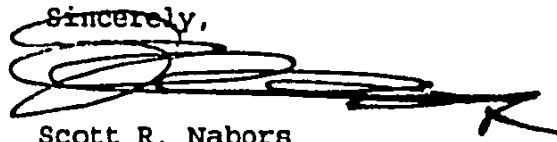
Enclosed please find original and one copy of Articles of Incorporation of the above-referenced corporation, and our check in the sum of \$122.50 to cover the following charges:

Filing fee	\$35.00
Certified copy of articles	\$52.50
Registered Agent	<u>\$35.00</u>
Total.....	\$122.50

Please file the enclosed articles, providing us with a certified copy.

Thank you in advance for your assistance.

Sincerely,



Scott R. Nabors

Enclosures: As stated

Barbara GAVE
AUTHORIZATION BY PHONE TO
CORRECT *None*
DATE *1/7/97*
DOC. EXAM. *BR*

*add. please process on
signature line of check
2526.*

*Conflict
P96-10 3623*

FILED
97 JAN -7 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ZEM, INC. OF PANAMA CITY**

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97 JAN -7 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST:

The name of the corporation is ZEM, Inc. of Panama City. The mailing address of the corporation is 13312 Front Beach Road, Panama City Beach, Florida 32407.

SECOND:

The corporation is to commence its corporate existence on the date of the filing of these articles with Florida Department of State, and the period of duration of the corporation is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH:

The aggregate number of shares that the corporation shall have the authority to issue is one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

FIFTH:

The address of its principal and initial registered office is 456 Harrison Avenue, Panama City, Florida 32401, and the name of its initial registered agent at said address is Scott R. Nabors.

SIXTH:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by or under the direction of the officers without a board of directors.

SEVENTH:

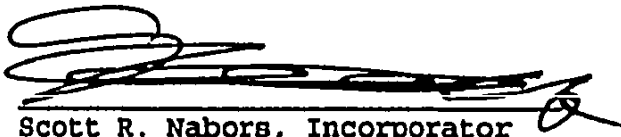
The name and address of the incorporator is as follows:

Scott R. Nabors
456 Harrison Avenue
Panama City, Florida 32401

EIGHTH:

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the shareholders, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 3rd day of January, 1997.


Scott R. Nabors, Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was sworn to before me this 3rd day of January, 1997, by Scott R. Nabors. He is personally known to me.



Barbara A. Haynes
My Commission CC000004
Expires December 18, 2000

Barbara A. Haynes

(Signature of Acknowledger)

(Typed or printed name)

NOTARY PUBLIC

Certificate No. _____

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, at the place designated in these articles, I hereby state that I am familiar with and accept the obligations of the position, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open.

[Signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA