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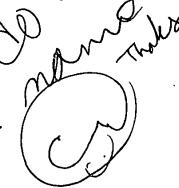
Sandra B. Mortham Secretary of State

February 6, 1997

CORPORATE ACCESS, INC. 1116-D THOMASVILLE ROAD MOUNT VERNON SQUARE TALLAHASSEE, FL 32303

SUBJECT: ZEPHYR ONE, INC. Ref. Number: W97000003086





We have received your document for ZEPHYR ONE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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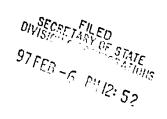
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If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown Document Specialist

Letter Number: 897A00006475

ARTICLES OF INCORPORATION OF ZEPHYR ONE, INC.



ARTICLE I - NAME

The name of the corporation is ZEPHYR ONE, INC., and its address is 1172 South Dixie Highway, Suite 393, Coral Gables, FL 33146.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Cent (\$.01) par value common stock, which shall be designated "Common Shares:."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Stratos Enterprises, 1172 S. Dixie Highway, Suite 393, Coral Gables, Florida 33146.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1).

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Kimarie Stratos, 1172 South Dixie Highway, Suite 393, Coral Gables, Florida 33146

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3/5 day of January 1997.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

DATED THIS 3 2 DAY OF JANUARY, 1997.

STRATOS ENTERPRISES, INC.

Kimarie Stratos President