

JULIE M. BEDARD, CPA  
1341 FAIRFAX CIRCLE EAST  
LANTANA, FL 33462  
(407) 642-6455

P97000019622

February 24, 1997

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

300002097293--8  
-02/25/97--01125--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT: Mark A. Zaruba Associates, Inc.**

Enclosed is an original and one (1) copy of the articles of incorporation for the above referenced company and a check for the filing fee of \$70.00.

Please return the photocopy to me with the filing date stamped on it in the enclosed prepaid federal express envelope.

**FROM:** Julie Bedard  
1341 Fairfax Circle East  
Lantana, FL 33462  
561-642-6455

Sincerely,

  
Julie Bedard

**FILED**  
97 FEB 25 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
3/4/97

**Articles of Incorporation  
of  
Mark A. Zaruba Associates, Inc.**

**FILED**  
97 FEB 25 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1 - NAME**

The name of the Corporation is Mark A. Zaruba Associates, Inc. (hereinafter, the "Corporation")

**ARTICLE 2 - PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is 7851 Ridgewood Drive, Lake Worth, Florida 33467.

**ARTICLE 3 - REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of the Corporation is Mark Zaruba and the registered street address is 7851 Ridgewood Drive, Lake Worth, Florida 33467.

**ARTICLE 4 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 5 - CORPORATE CAPITALIZATION**

The total number of shares of capital stock that the Corporation shall have authority to issue is 1,000, all of which are to be common stock with par value of one cent (\$0.01) per share.

**ARTICLE 6 - DIRECTOR(S)**

The initial Board of Directors shall have 1 (one) member whose name is as follows:

Mark A. Zaruba

and whose street address shall be the same as the principal office of the Corporation. The number of directors may be raised or lowered by amendment of the bylaws of the Corporation but shall in no case be less than one.

**ARTICLE 7 - INCORPORATOR**

The name and mailing address of the incorporator is: Julie M. Bedard, 1341 Fairfax Circle East, Lantana, Florida 33462.

## **ARTICLE 8 - EXISTENCE**

The Corporation is to have perpetual existence.

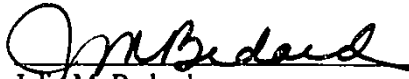
## **ARTICLE 9 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of the Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of the Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

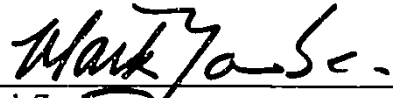
I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 22<sup>nd</sup> day of February, 1997.

  
Julie M. Bedard

## **ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I 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, and am familiar with and accept the obligations of my position as registered agent.

Dated 2/22/97

  
Mark Zaruba