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CERTIFIED PUBLIC ACCOUNTANT
LAWRENCE GROSSFELD
PROFESSIONAL ASSOCIATION

97 MAR -3 AM 9:49

SUITE 402
3511 WEST COMMERCIAL BOULEVARD
FORT LAUDERDALE, FLORIDA 33309

SECRETARY OF STATE TEL (954) 484-1100
TALLAHASSEE, FLORIDA FAX (954) 484-5064

February 28, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: **Articles of Incorporation**
Denis Zimmer and Associates, Inc.

Gentlemen:

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-03/03/97--01038--012
***122.50 ***122.50

I am enclosing two copies of the Articles of Incorporation for Denis Zimmer and Associates, Inc. and a check in the amount of \$122.50 to cover the various filing fees.

Please send a certified copy of the articles of incorporation to this address:

Lawrence Grossfeld, P.A.
3511 W. Commercial Blvd.
Suite 402
Ft. Lauderdale, FL 33309

If there are any questions, please call me at 954-484-1100.

Very truly yours,
Lawrence Grossfeld
Lawrence Grossfeld

JH
3/10/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DENIS ZIMMER AND ASSOCIATES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Denis Zimmer and Associates, Inc.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3211F S. Port Royal Drive
Ft. Lauderdale, FL 33308

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS DIRECTORS

The name(s) and address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Denis Zimmer
3211F S. Port Royal Drive
Ft. Lauderdale, FL 33308

ARTICLE VII - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are):

Denis Zimmer
3211F S. Port Royal Drive
Ft. Lauderdale, FL 33308

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of July, 1997.



Incorporator

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CLERK OF THE STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Denis Zimmer and Associates, Inc.
2. The name and address of the registered agent and office is:

Denis Zimmer
3211F S. Port Royal Drive
Ft. Lauderdale, FL 33308

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 I am familiar with and accept the obligations of my position as registered agent.



Signature



Date