

P97000035766 of _____

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 97 APR 22 AM 10:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

K.R. APR 22 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	4/21/97		
TIME	4:45		CK No. _____
BY	SS		

WALK-IN
 Will Pick Up _____

RE: JZ Realty
Development Corp.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s) <u>photo</u>		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing	200002150452-1	
Corporate KII	84/22/97-01007-009	
Vehicle Search	*****20.00 *****20.00	
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF
JZ REALTY DEVELOPMENT CORP.**

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97 APR 22 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation is a natural person competent to contract and hereby forms a Corporation for Profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is JZ REALTY DEVELOPMENT CORP.

ARTICLE 2 - 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 3 - PRINCIPAL OFFICE

The name and address of the principal office of this Corporation is 501 West Horatio Street, Tampa, Florida 33606 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is: R. John Zavodny, 501 West Horatio Street, Tampa, Florida 33606.

ARTICLE 5 - CORPORATE CAPITALIZATION

5.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of voting common stock, each share having the par value of ONE MIL (\$ 0.001).

5.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board

of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

5.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether nor or hereafter authorized, or securities convertible into shares of its stock of any class, whether nor or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

5.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemptions of the stock.

ARTICLE 6 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 7 - TERMS OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 8 – TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 9 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered officer of this corporation is R. John Zavodny, 501 West Horatio Street, Tampa, Florida 33606.

ARTICLE 10 - BYLAWS

The Board of Directors of the Corporation shall have power without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such

action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

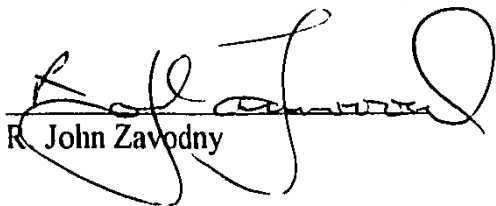
ARTICLE 11 - EFFECTIVE DATE

The Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 12- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provision of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of April, 1997.


R. John Zavodny

CERTIFICATE OF DESIGNATION

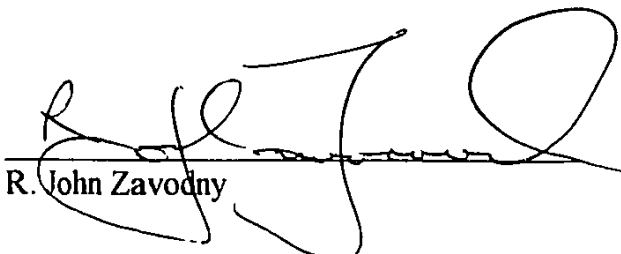
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions Section 607.0501, Florida Statutes, the mentioned 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 JZ Realty Development Corp.

The name and address of the registered agent and office is R. John Zavodny
501 West Horatio Street, Tampa, Florida 33606.

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 S REGISTERED AGENT.


R. John Zavodny

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TALLAHASSEE, FLORIDA