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KAYE SCHOLZ, FIERMAN, HAYS & HANDLER, LLP

NEW YORK LIMITED LIABILITY PARTNERSHIP

(TEMPORARY ADDRESS AND TELEPHONE NUMBERS)

NORTHBRIDGE CENTRE, SUITE 300-P

515 NORTH FLAGLER DRIVE

WEST PALM BEACH, FLORIDA 33401

425 PARK AVENUE
NEW YORK, NY 10022-3598
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LOS ANGELES, CA 90067-6048
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FAX (310) 788-1200

NINE QUEEN'S ROAD CENTRAL
HONG KONG
852-2845-8989
FAX 852-2845-3662

April 29, 1997

WRITER'S DIRECT DIAL NUMBER

VIA FEDERAL EXPRESS

State of Florida
Corporate Information
409 E. Gaines Street
Tallahassee, FL 32399

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RE: ZMP, Inc.

Dear Sir or Madam:

Enclosed for filing please find, in duplicate, Articles of Incorporation for ZMP, Inc. Also enclosed is a check in the amount of \$122.50 representing the filing fee. Please return a certified copy of the Articles of Incorporation to this office.

Sincerely,

Abraham M. Mora

Abraham M. Mora

Enclosures
AMM/jpn

FILED
97 MAY -1 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature/initials

ARTICLES OF INCORPORATION
OF
ZMP, INC.

FILED
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SECRET
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ZMP, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V - NO PRE-EMPTIVE RIGHTS

The shareholders, upon the sale for cash of any new stock of this corporation, shall not have the right to purchase their pro-rata share thereof as nearly may be done without issuance of fractional shares at the price at which is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICER AND AGENT AND PRINCIPAL
OFFICE

The street address of the initial registered office of this corporation is Northbridge Centre, Suite 300-P, 515 North Flagler Drive, West Palm Beach, FL 33401, and the name and address of the initial registered agent of this corporation is Abraham M. Mora, c/o

Kaye, Scholer, Fierman, Hays & Handler, LLP, Northbridge Centre, Suite 300-P, 515 North Flagler Drive, West Palm Beach, Florida 33401.

ARTICLE VII - OFFICERS AND DIRECTORS

Initially, this corporation shall have two directors constituting the Board of Directors: Zwi Preminger and Miriam Preminger. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws. The initial Officers of the corporation are:

President

Secretary

Treasurer

Zwi Preminger

Miriam Preminger

Zwi Preminger

ARTICLE VIII - INCORPORATION

The name and address of the Incorporator signing these Articles is: Abraham M. Mora, Esquire, Northbridge Centre, Suite 300-P, 515 North Flagler Drive, West Palm Beach, Florida 33401.

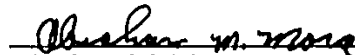
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or revoke any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

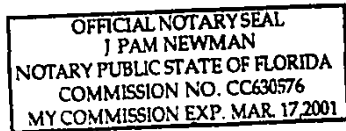
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.


Abraham M. Mora, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this, the ____ day of _____, 1997, before me, the undersigned Notary Public, personally appeared Abraham M. Mora, who is personally known to me and acknowledged that he executed the same for the purposes therein contained.

Witness my hand and official Seal.



Pam Newman
Notary Public

Acceptance of Registered Agent

Abraham M. Mora has the post office address in Palm Beach County, Florida indicated in Article VI above, and hereby accepts the foregoing designation as Registered Agent.

Signed on Apr. 1 29, 1997.

By: Abraham M. Mora
Abraham M. Mora, Registered Agent

FILED
97 MAY -1 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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is missing.

Will be filmed

When RECEIVED.

5/13/97 CORPORATE DETAIL RECORD SCREEN
NUM: P97000039862 ST:FL ACTIVE/FL PROFIT FLD: 05/02/1997
NAME : RICHARD BROOKFIELD ARCHITECT, PA
PRINCIPAL: 405 MUDDY CREEK LANE
ADDRESS ORMOND BEACH, FL 32174
RA NAME : BROOKFIELD, RICHARD
RA ADDR : 405 MUDDY CREEK LANE
ORMOND BEACH, FL 32174
ANN REP : * NONE FILED *

10:12 AM

1. MENU, 3. OFFICERS

ENTER SELECTION AND CR: