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BARRY N. SEMET
MARC J. STERNBAUM
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*Of Counsel
**member of Ohio Bar only

May 19, 1997

Division of Corporations
P. O. Box 5588
Tallahassee, Florida 32314

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-05/21/97--01051--004
****122.50 ****122.50

EFFECTIVE DATE
5-19-97

Re: ZAT, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of ZAT, Inc. together with our check in the amount of \$122.50 representing the fee for filing the Articles. Please forward a certified copy to us as soon as possible.

If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

Barry N. Semet
For the Firm

Enclosure

FILED
97 MAY 21 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[encl] W:\TMPREV7-816.BNS(5/19/97-11:26)

me 5/22/97

EFFECTIVE DATE

5-19-97

**ARTICLES OF INCORPORATION
OF
ZAT, INC.**

FILED
97 MAY 21 AM 11: 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is ZAT, INC.

ARTICLE II

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE III

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

The street address of the initial registered office of the corporation is 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 and the initial registered agent of the corporation at that address is Barry N. Semet.

ARTICLE V

The mailing address of the corporation is located at 6422 Collins Avenue, #1101, Miami Beach, Florida 33141.

ARTICLE VI

The name and street address of the member of the first Board of Directors of the corporation who shall hold office for the first year of the corporation's existence or until a successor is elected and has qualified is:

<u>Name</u>	<u>Address</u>
Scott Rousseau	6422 Collins Avenue, #1101 Miami Beach, Florida 33141

ARTICLE VII

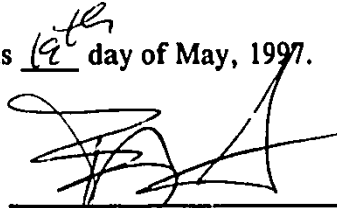
The name and street address of each incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Barry N. Semet	201 Alhambra Circle, Suite 1200 Coral Gables, Florida 33134

ARTICLE VIII

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

EXECUTED at Miami, Florida, this 19th day of May, 1997.



Barry N. Semet, Incorporator

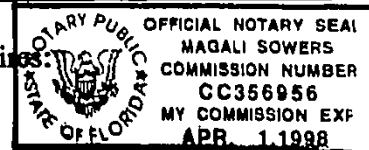
STATE OF FLORIDA)
) :ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 15th day of May, 1997
by Barry N. Semet, who is personally known to me or who has produced
_____ as identification.

Magali Sowers
Notary Public, STATE OF FLORIDA

Print Name: _____

My Commission Expires:



**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

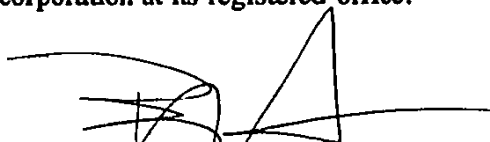
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

ZAT, INC., desiring to organize under the laws of the State of Florida, hereby designates Barry N. Semet its registered agent and 201 Alhambra Circle, Suite 1200, Coral Gables, Florida 33134 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



Barry N. Semet
(Registered Agent)

FILED
97 MAY 21 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA