

T. G. BLACKWELL, P.A.  
CERTIFIED PUBLIC ACCOUNTANT  
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June 1, 1997

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


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-07/01/97--01013--018  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Enclosed please find Articles of Incorporation for Z Master Productions, Inc., to be filed as a new Florida corporation. The filing fees of \$122.50 are also enclosed. Please forward the certified copy to me at the above address.

If you have any questions or need further information, please contact me.

Very truly yours,

  
T.G. Blackwell  
Certified Public Accountant

TGB:sln

cc: Z Master Productions, Inc.

FILED  
97 JUL -1 PM 4: 25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION  
OF  
Z MASTER PRODUCTIONS, INC.

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is Z Master Productions, Inc..

ARTICLE II

Business

The corporation may engage in any activity or business permitted under the laws of the United States and this State.

ARTICLE III

Shares

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a nominal value of One and No/100 (\$1.00) Dollars per share.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation shall begin business shall be the sum of One Hundred and No/100 (\$100.00) Dollars.

ARTICLE V

Terms of Existence

This corporation is to exist perpetually.

ARTICLE VI

Registered Agent

The initial address of the registered office as well as the principal address of this corporation is 41-B South Highway 17-92, DeBary, Florida 32713, and the name of the initial registered agent of this corporation, located at said address, is DOUGLAS J. ZIMMER .

ARTICLE VII

Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1).

ARTICLE VIII

Initial Board of Directors

The name and mailing address of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year or until his successor shall have been elected and qualified, is as follows:

DOUGLAS J. ZIMMER

41-B SOUTH HIGHWAY 17-92

DEBARY, FLORIDA 32713

REBECCA E. NOGA

41-B SOUTH HIGHWAY 17-92

DEBARY, FLORIDA 32713

ARTICLE IX

Officers

The name and mailing address of the officers of this corporation who shall serve for the first year of the existence if this corporation or until his/her successor is duly elected and qualified shall be:

REBECCA E. NOGA  
41-B SOUTH HIGHWAY 17-92  
DEBARY, FLORIDA 32713  
CHIEF EXECUTIVE OFFICER

DOUGLAS J. ZIMMER  
41-B SOUTH HIGHWAY 17-92  
DEBARY, FLORIDA 32713  
PRESIDENT

DOUGLAS J. ZIMMER  
41-B SOUTH HIGHWAY 17-92  
DEBARY, FLORIDA 32713  
SECRETARY/TREASURER

ARTICLE X

Subscriber

The name and mailing address of the subscriber of these  
Articles of Incorporation, and the number of shares he/she agrees to  
take is:

DOUGLAS J. ZIMMER  
AND REBECCA E. NOGA  
41-B SOUTH HIGHWAY 17-92  
DEBARY, FLORIDA 32713  
500 SHARES

ARTICLE XI

Preemptive Rights

Every shareholder, upon sale for cash of any new share of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which the stock is offered to others.

ARTICLE XII

Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by him or her to the shareholders, and approved at a shareholder's meeting by the majority of the shares entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange city, Volusia County, Florida, this 27 day of June, 1997.



DOUGLAS J. ZIMMER

STATE OF FLORIDA

COUNTY OF Volusia

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Douglas J. Zimmer, known to me to be the persons who executed the foregoing Articles of Incorporation, and he or she acknowledged before me that he or she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid on this 27<sup>th</sup> day of June, 1997.



Notary Public

My commission expires:





CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

97 JUL - 1 PM 4:25  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


In pursuance of chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First....that Z MASTER PRODUCTIONS, INC., desiring to organize under the laws of the State of Florida, with the registered office, as designated in the Article of Incorporation, in the City of DeBary, Volusia County, State of Florida, has named DOUGLAS J. ZIMMER located at 41-B South Highway 17-92, DeBary, Florida 32713, as its agent to accept service of process within this State.

DATED June 27, 1997

  
DOUGLAS J. ZIMMER

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
DOUGLAS J. ZIMMER