

P97000070123
Savage-Gaston,
Hogan Hargrove, P.A.

Joyce Savage-Gaston
Jeffrey D. Hogan*
Charles D. Hargrove**

* Also admitted in Connecticut

** Also admitted in the
District of Columbia

OF COUNSEL August 11, 1997
Jodi M. Anderson,
LL.M., Taxation

BY FEDERAL EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 12 PM 12:49
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-08/12/97--01058-012
****122.50 ****122.50

Re: Incorporation Documents of ZOHNER DEVELOPMENT, INC.

Dear Ms. Mortham:

Please find enclosed the following documents regarding the corporate formation of the of the above-referenced for-profit corporation:

1. An original and copy of the Articles of Incorporation;
2. A Certificate of Designation of Registered Agent/Registered Office; and,
3. A check in the amount of \$122.50, payable to the Secretary of State, covering the costs of the corporate filing fee of \$35.00, the certified copy fee of \$52.50, and the registered agent/office fee of \$35.00.

The undersigned requests that you please expedite the processing of this application so a file number may be obtained within five (5) days. Please send any communications regarding the above-referenced matter to the undersigned.

801
North
Magnolia
Avenue

Suite 402

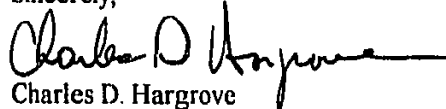
Orlando, Florida
32803-3851

Telephone
407-648-8882

Fax
407-872-5755

CDH/atm
Enclosures

Sincerely,


Charles D. Hargrove

8-13-97
WS

**ARTICLES OF INCORPORATION
OF
ZOHNER DEVELOPMENT, INC.**

The undersigned incorporator is forming a for-profit corporation in accordance with Chapter 607 of the Florida Statutes and adopts the following articles of corporation.

**ARTICLE I
NAME**

The name of the corporation is ZOHNER DEVELOPMENT, INC.

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 909 E. Semoran Blvd., Casselberry, Florida 32707. The name of the initial registered agent of the corporation is Charles D. Hargrove, Esq., of the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A., located at 801 N. Magnolia Avenue, Ste. 402, Orlando, Florida 32803-3851.

**ARTICLE III
DURATION**

The period of the corporation's duration shall be perpetual or until dissolved pursuant Chapter 607 of the Florida Statutes.

**ARTICLE IV
PURPOSE**

This corporation is organized for the following purposes:

- A. To engage in providing Business Development Services.
- B. To own property, enter contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.
- C. To operate as a for-profit business to exercise all rights and powers conferred by the laws of the State of Florida upon for-profit corporations, including without limiting the generality of the foregoing, to make contracts, incur liabilities, or transact any lawful business within and without the State of Florida.

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**ARTICLE V
DIRECTORS**

The name and address of each initial Director of the Corporation is as follows:

Sonya M. Callender
370 Haverlake Circle
Apopka, Florida 32707

Jeffrey I. Callender
370 Haverlake Circle
Apopka, Florida 32707

**ARTICLE VI
OFFICERS**

The officers of the Corporation shall consist of a president, vice president, secretary, and treasurer. The name, address, and title of each initial Officer of the Corporation is as follows:

Sonya M. Callender,
370 Haverlake Circle
Apopka, Florida 32707

President and Treasurer

Jeffrey I. Callender,
370 Haverlake Circle
Apopka, Florida 32707

Vice President and Secretary

**ARTICLE VII
CAPITAL STOCK**

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 1000 shares. These shares shall be of a single class of common stock and have a value of \$1 per share.

**ARTICLE VIII
CORPORATE POWERS**

The corporation shall have all the rights and powers now or subsequently conferred on for-profit corporations by the laws of the State of Florida.

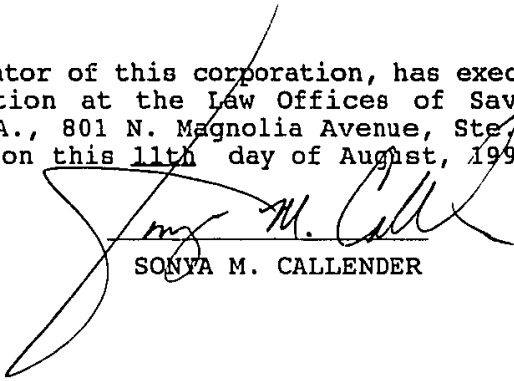
**ARTICLE IX
INCORPORATOR**

The name and street address of the person signing these articles of incorporation as an incorporator is:

Name
Sonya M. Callender

Address
370 Haverlake Circle,
Apopka, FL 32707

The undersigned incorporator of this corporation, has executed these articles of incorporation at the Law Offices of Savage-Gaston, Hogan & Hargrove, P.A., 801 N. Magnolia Avenue, Ste 402, Orlando, Florida 32803-3851, on this 11th day of August, 1997.



SONYA M. CALLENDER

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the corporation described herein and 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.

The name of the Corporation is:

ZOHNER DEVELOPMENT, INC.

The name and address of the registered agent and office is:

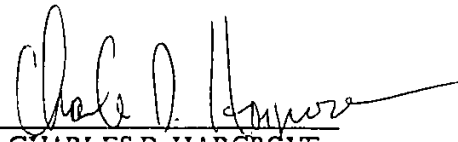
CHARLES D. HARGROVE, ESQ.
SAVAGE-GASTON, HOGAN & HARGROVE, P.A.
801 NORTH MAGNOLIA, SUITE 402
ORLANDO, FLORIDA 32803-3851

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACED 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.

DATE: August 11, 1997

SIGNATURE: _____


CHARLES D. HARGROVE