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REFERENCE: 507638 80361A

AUTHORIZATION :

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ORDER DATE: August 25, 1997

ORDER TIME : 11:52 AM

ORDER NO. : 507638-005

CUSTOMER NO: 80361A

300002276223--8 -08/25/97--01091--008 ****122.50 ****122.50

CUSTOMER: Edward Wititzky, Esq

WOTITZKY WOTITZKY MIZELL AND

ROSS, P.A. 223 Taylor Street

Punta Gorda, FL 33950

DOMESTIC FILING

NAME: Z & B ENTERPRISES, INC.

EFFECTIVE DATE:

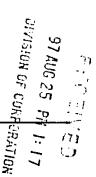
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

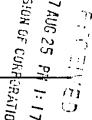
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:





ARTICLES OF INCORPORATION OF Z & B ENTERPRISES, INC.

97 AUG 25 AM 8: 39
SEL:
ALLAHASSEE, FLORING

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby sign and direct these Articles to be delivered to the Department of State, State of Florida, for the purpose of forming a corporation under the laws of the State of Florida.

Article 1 - Name and Mailing Address

The name of this corporation is Z & B ENTERPRISES, INC. and its mailing address shall be c/o Wotitzky, Wotitzky, Mizell & Ross, P.A., 223 Taylor Street, Punta Gorda, FL 33950.

Article 2 - Duration of Corporate Existence

This corporation shall exist perpetually.

Article 3 - Purposes

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed. Without limiting the generality of the foregoing, this corporation shall be organized for the purpose of acquiring, developing and selling real property in Florida.

Article 4 - Capital Stock

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock. There shall be no other type or class of stock.

Article 5 - Address and Registered Agent

The street address of the initial registered office of this corporation shall be 223 Taylor Street, Punta Gorda, FL 33950. The name of the initial registered agent at such address is Edward L. Wotitzky.

Article 6 - Directors

This corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by ByLaws adopted by the shareholders, but shall never be less than 1 nor more than 7.

Article 7 - Initial Directors

The name and post office address of the initial directors are:

	Name	Address
a)	Ronald G. Bunner	953 Leeds Road, Elkton, MD 21921
b)	Marilyn B. Bunner	953 Leeds Road, Elkton, MD 21921
c)	Jeffrey M. Ziemer	4 N. Townview Lane, Newark, DE 19711
d)	Joanne R. Ziemer	4 N. Townview Lane, Newark, DE 19711

Article 8 - Incorporator

The name and post office address of the incorporator of this corporation is:

Name	Address
Jeffrey M. Ziemer	4 N. Townview Lane, Newark, DE 19711

Article 9 - Preemntive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rate portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as

originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

Article 10 - Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlements, actually and reasonably incurred by him; or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal actin or proceeding, had no reasonable cause to believe such conduct was unlawful. However, no indemnification shall be provided in any action or suit by or in the right of the corporation to procure a judgment in its favor, with respect to any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nollo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the applicable standard of conduct. Indemnification hereunder shall continue to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article 11 - 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 them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation by made.

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IN WITNESS WHEREOF, the undand affixed their seal this // day of	dersigned has hereunto subscribed their name <u>August</u> , 1997.
Signed, Sealed and Delivered in the Pr	esence of:
Printed name of first witness	Jeffrey M. Ziemer Jemen
0.	
Mulippe H January	
Printed name of second witness	
State of	
County of	
•	l st.
The foregoing instrument was, 1997 by Jeffrey M. Zien as identification.	acknowledged before me this // day of ner. He is personally known to me or produced
My Commission expires:	Mana Dallas
SANDRA R. CLINE	Notary Public SANDRA R. CliNC
NOTARY PUBLIC - DELAWARE	SANDRA R. CliNe
My Commission Expires Feb. 25, 2001	Printed name of notary
Affix Seal	Serial or Commission Number
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CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS

In compliance with § 48.091 Fla. Stat., the following is submitted:

Z & B ENTERPRISES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 223 Taylor Street, Punta Gorda, Charlotte County, Florida, has designated Edward L. Wotitzky, Esq., whose street address is 223 Taylor Street, Charlotte County, Florida, as its agent to accept service of process within this state.

Z & B ENTERPRISES, INC.

By: Jeffrey M. Ziemer, President

ACCEPTANCE

Having been designated as agent to accept service of process for the abovenamed corporation, at the placed stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same $\frac{\partial}{\partial x} = \frac{\partial}{\partial x}$

Edward L. Wotitzky

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