

TRANSMITTAL LETTER

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

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-08/28/97--01107--013
****131.25 ****131.25

SUBJECT: ZACHARY TAYLOR HOLDINGS INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kurt L. Anderson
Name (Printed or typed)

134 Hickory Ridge Circle
Address

Lake Mary, Florida 32746
City, State & Zip

(407) 333-3631
Daytime Telephone number

97 AUG 28 AM 10:18
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Handwritten initials and date: 8-29-97

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS

97 AUG 28 AM 10: 19

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be: **ZACHARY TAYLOR HOLDINGS INC.**

ARTICLE II

The principal place of business of this corporation shall be: **103 Commerce Street, Suite 100, Lake Mary, Florida 32746** and the mailing address of this business shall be: **P.O.Box 950181, Lake Mary, Florida 32795-0181.**

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **ONE THOUSAND (1000) SHARES.** The **ONE THOUSAND (1000) SHARES** are to be split equally (50/50) allocating 500 shares to **Kurt L. Anderson** who is below, named President and CEO in these Articles of Incorporation and allocating **Roy Lathan, Sr.** 500 shares who is below, named Vice President, Secretary and Treasurer in these Articles of Incorporation.

ARTICLE IV

The name of the initial registered agent is **Kurt L. Anderson** and the address of the initial registered agent is : **134 Hickory Ridge Circle, Lake Mary, Florida 32746**


ARTICLE V

The names and the street addresses of the incorporators to these Articles of Incorporation are:

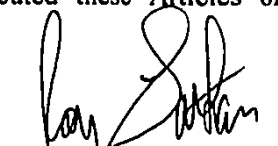
Kurt L. Anderson
(President/CEO)
134 Hickory Ridge Circle
Lake Mary, Florida 32746

Roy Lathan, Sr.
(Vice President, Sec. & Treas.)
103 Commerce Street, Suite 100
Lake Mary, Florida 32746

The undersigned incorporators have executed these Articles of Incorporation this 25 day of August, 1997.



Signature



Signature

ARTICLE VI

The names and the addresses of the individuals below are to serve as the initial directors:

Kurt L. Anderson of 134 Hickory Ridge Circle in Lake Mary, Florida 32746 will serve as the President and the Chief Executive Officer of ZACHARY TAYLOR HOLDINGS INC.

Roy Lathan, Sr. of 103 Commerce Street, Suite 100 in Lake Mary, Florida 32746 will serve as the Vice President, Secretary and Treasurer of ZACHARY TAYLOR HOLDINGS INC.

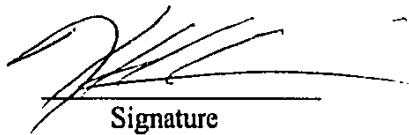
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING
THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ZACHARY TAYLOR HOLDINGS INC.
2. The name and address of the registered agent is:

Kurt L. Anderson
134 Hickory Ridge Circle
Lake Mary, Florida 32746

Having been named as registered agent and to accept service of process for the above
stated corporation at the [place designated in this certificate, I hereby accept the
appointment of 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.


Signature

August 25, 1997
Date

FILED
SEP 1 10 1997
97 AUG 28 AM 10:19
TALLAHASSEE
FLORIDA