

997000087697



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 561089 9171A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 10, 1997

ORDER TIME : 10:16 AM

ORDER NO. : 561089-005

CUSTOMER NO: 9171A

CUSTOMER: Charles F. Posess, Esq
POSESS & WALSER, P.A.

Suite 201
7015 Beracasa Way
Boca Raton, FL 33433

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-10/10/97--01074--004
****122.50 ****122.50

DOMESTIC FILING

NAME: ZEMAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: _____

FILED
9 OCT 10 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT 10 1997

RECEIVED
97 OCT 10 AM 11:46
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

ZEMAR, INC.

FILED

97 OCT 10 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation is ZEMAR, INC.

ARTICLE II. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue three hundred (300) shares of One Dollar (\$1.00) par value common stock which shall be designated as common stock.

ARTICLE IV. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 19142 Cloister Lake Lane, Boca Raton, Florida 33498 and the name of the initial registered agent of this corporation at that address is Mel D. Kantor.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1) director. The name and address of the initial director(s) of this corporation is:

Mel D. Kantor 19142 Cloister Lake Lane, Boca Raton, Florida
33498

Carole A. Kantor 19142 Cloister Lake Lane, Boca Raton,
Florida 33498

Zena M. Kantor 19142 Cloister Lake Lane, Boca Raton, Florida
33498

Mark J. Kantor 19142 Cloister Lake Lane, Boca Raton, Florida
33498

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Mel D. Kantor
19142 Cloister Lake Lane
Boca Raton, Florida 33498

ARTICLE VIII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation will be 19142 Cloister Lake Lane, Boca Raton, Florida 33498. The mailing address of the corporation shall be 19142 Cloister Lake Lane, Boca Raton, Florida 33498.

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the share holders.

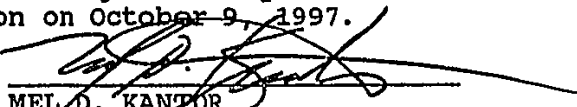
ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI. AMENDMENT

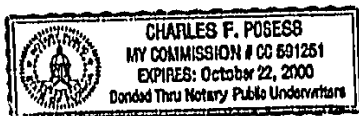
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on October 9, 1997.


MEL D. KANTOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9th day of October, 1997 by MEL D. KANTOR as Incorporator of ZEMAR, INC., a Florida corporation to be formed, on behalf of the corporation. He/She is personally known to me or has produced driver license as identification and did not take an oath.




Notary Public, State of Florida
Name: CHARLES F. POSEESS


My commission expires:

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

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with this Statute:

That ZEMAR, INC., desiring to organize under the laws of the
State of Florida as indicated in the Articles of Incorporation, has
named MEL D. KANTOR located at 19142 Cloister Lake Lane, Boca
Raton, Florida 33498, as its agent to accept service of process
within the State of Florida.

Having been named to accept service of process for the above-
named 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 this office.



MEL D. KANTOR
Registered Agent

FILED
91 OCT 10 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA