

P97000089481

October 14, 1997

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

900002322379--6
-10/16/97--01097--007
****122.50 ****122.50

Re: Zayan & Associates, Inc.

Gentlemen:

Enclosed, please find one original and one copy of the "Articles of Incorporation" for the above entity which are being filed with you. A money order payment of \$122.50 is also enclosed to cover the filing of the Articles of Incorporation.

I respectfully request that a certificate of incorporation be sent to my address at 12426 Cardiff Drive, Tampa, Florida 33625.

Sincerely,



Mohamed A. Zayan
Incorporator

FILED
97 OCT 17 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

10-14-97

J. Nedean OCT 17 1997

FILED
97 OCT 17 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ZAYAN & ASSOCIATES, INC.**

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of incorporation under the laws of the State of Florida.

ARTICLE I
Name and Principal Office Address **EFFECTIVE DATE**
10-14-97

The name of this corporation is **ZAYAN & ASSOCIATES, INC.** The principal office address is 12426 Cardiff Drive, Tampa, Florida 33625.

ARTICLE II
Term of Existence

This corporation shall commence as of the date hereon and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III
Nature of Business

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

ARTICLE IV
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be **Mohamed A. Zayan**. The street address of the initial registered office of this corporation, which is identical with the address of the registered agent is **12426 Cardiff Drive, Tampa, Florida 33625**, County of Hillsborough, State of Florida.

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name

Address

Mohamed A. Zayan

12426 Cardiff Drive
Tampa, Florida 33625

ARTICLE VIII
Incorporator

Name

Address

Mohamed A. Zayan

12426 Cardiff Drive
Tampa, Florida 33625

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of the shareholders.

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 of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution, adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least then (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation
this 14TH day of October, 1997.

Mohamed A. Zayan
Mohamed A. Zayan
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared Mohamed A. Zayan, to me well known and known
to me to be the individual described in and who executed the foregoing, and acknowledged
before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 14th
day of October, 1997.

Susana Collins
Notary Public
State of Florida



Susana Collins
MY COMMISSION # CC620435 EXPIRES
JUN 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


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

97 OCT 17 AM 10:26
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

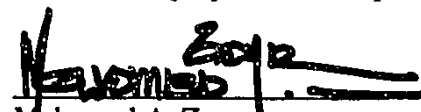
That ZAYAN & ASSOCIATES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at County of Hillsborough, State of Florida, has named Mohamed A. Zayan, located at 12426 Cardiff Drive, Tampa, Florida 33625, County of Hillsborough, State of Florida, as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the registered agent are identical.


Mohamed A. Zayan
Incorporator

Dated: OCT. 14TH/97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Mohamed A. Zayan
Registered Agent


Dated: OCT 14TH/97

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me personally appeared Mohamed A. Zayan, to me well known and known to me to be the individual described in and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 14th
day of October, 1997.


Susana Collins
MY COMMISSION # CC620435 EXPIRES
June 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public
State of Florida

EFFECTIVE DATE

10-14-97