



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 670376 9969A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 15, 1998

ORDER TIME : 12:02 PM

ORDER NO. : 670376-005

CUSTOMER NO: 9969A

600002401796--8

-01/15/98-01076-016

*****70.00 *****70.00

CUSTOMER: Ms. Sheryl A. Edwards
DUNLAP MORAN ROKNICH & GIBSON,
P.A.
Suite 720
1800 Second Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: ZEPHYR INDUSTRIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 2:11

RECEIVED
98 JAN 15 PM 1:25
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ZEPHYR INDUSTRIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 15 PM 2:11

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

ZEPHYR INDUSTRIES, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence on the date of filing of these Articles with the Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The 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 - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 8120 Perry Maxwell Circle, Sarasota, Florida 34240.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 8120 Perry Maxwell Circle, Sarasota, Florida 34240 and the Registered Agent at such office is Cathy J. Ellis.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Matthew P. Ellis | 8120 Perry Maxwell Circle Sarasota, Florida 34240 |
| Cathy J. Ellis | 8120 Perry Maxwell Circle Sarasota, Florida 34240 |

ARTICLE VIII - AMENDMENT

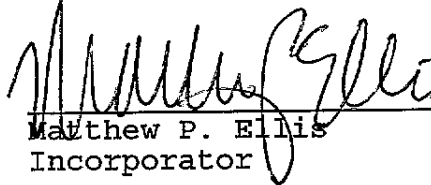
These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

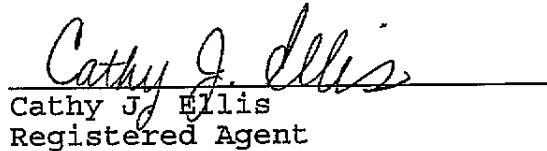
| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Matthew P. Ellis | 8120 Perry Maxwell Circle Sarasota, Florida 34240 |

The undersigned has executed these Articles this 5th day of January, 1998.


Matthew P. Ellis
Incorporator

Having been named as Registered Agent and to accept service of process for Zephyr Industries, Inc. at the place designated in the Articles, 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 January 5, 1998


Cathy J. Ellis
Registered Agent

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