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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~JOHANN~~ *G-ty*
PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: Z BONDSMAN, INC.

AUDIT NUMBER.....H98000002250

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

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ARTICLES OF INCORPORATION

EFFECTIVE DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is:
Z Bondsman, Inc.

Article II. Address

The mailing address of the Corporation is:
Z Bondsman, Inc.
1155 South Roosevelt Blvd.
Key West FL 33040 monroe

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
E. Scott Schroeder
Commerce Pointe, Suite 400
1818 South Australian Avenue
West Palm Beach FL 33409

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Matthew W. Zintsmaster

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

E. Scott Schroeder | FL Bar Member 386103
Law Office of Scott Schroeder
Commerce Pointe, Suite 400
1818 South Australian Avenue
West Palm Beach FL 33409
305-294-2137

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

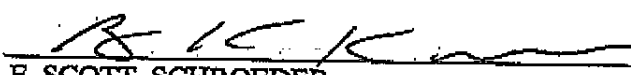
The name and address of the incorporator is:

E. Scott Schroeder
Law Office of Scott Schroeder
Commerce Pointe, Suite 400
1818 South Australian Avenue
West Palm Beach FL 33409

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on February 2, 1998.

The undersigned incorporator executed these Articles of Incorporation on February 3, 1998.


E. SCOTT SCHROEDER
by G.K. Kuroda as attorney-in-fact

E. Scott Schroeder | FL Bar Member 386103
Law Office of Scott Schroeder
Commerce Pointe, Suite 400
1818 South Australian Avenue
West Palm Beach FL 33409
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

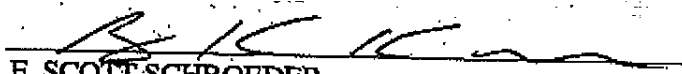
CORPORATION:

Z Bondsman, Inc.

REGISTERED AGENT/OFFICE:

**E. Scott Schroeder
Commerce Pointe, Suite 400
1818 South Australian Avenue
West Palm Beach FL 33409**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


E. SCOTT SCHROEDER
by G.K. Kuroda as attorney-in-fact

Date: February 3, 1998

**E. Scott Schroeder | FL Bar Member 386103
Law Office of Scott Schroeder
Commerce Pointe, Suite 400
1818 South Australian Avenue
West Palm Beach FL 33409
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