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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ZDCB, INC.

AUDIT NUMBER.....H98000002710

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

CERT. OF STATUS...0

PAGES..... 2

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1998

EMPIRE

SUBJECT: ZDCB, INC.
REF: W98000002921

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000002710
Letter Number: 098A00007524

H98000002710

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

ZDCB, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4701 ALTON ROAD

MIAMI BEACH, FL. 33140

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 (one-hundred)

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Guillermo de Howartz
1825 Ponce de Leon Blvd.
STE 380

Coral Gables, FL 33134

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

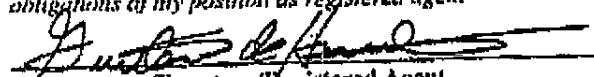
Guillermo de Howartz
1825 Ponce de Leon Blvd.
STE 380
Coral Gables, FL 33134


Signature/Incorporator

2/10/98
Date

(An additional article must be added if an effective date is requested.)

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 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.


Signature/Registered Agent

2/10/98
Date

GUILLERMO de HOWARTZ
IN BALANCE ACCOUNTING SYSTEMS, INC.
1825 PONCE DE LEON BLVD., SUITE 380
CORAL GABLES, FL 33134 (305) 259-0538

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