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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ZERO INC.

AUDIT NUMBER.....H98000003105

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION 98 FEB 16 AM 8:31  
OF  
ZERO INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms  
a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Zero Inc.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of  
Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of  
Florida.

ARTICLE IV

The corporation is authorized to issue one hundred shares of stock at \$5.00 par value  
which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is 2351 SW 37  
Avenue, Suite 1011, Miami, Florida 33145.

This document was prepared by:  
Samuel Spencer Blum, Esquire  
Suite 106  
2666 Tigertail Avenue  
Coconut Grove, Florida 33133  
305/854-3314  
Florida Bar No. 273430

H98000003105

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**Samuel Spencer Blum**  
ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106, COCONUT GROVE, FLORIDA 33133 TELEPHONE: (305) 854-1885 TELEFAX: (305) 854-3314

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ARTICLE VI

The name and address of the corporation's Registered Agent is Samuel Spencer Blum, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

ARTICLE VII

The corporation shall have one director initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial director of this corporation is:

Roger Huckelberry

2351 SW 37 Avenue  
Suite 1011  
Miami, Florida 33145

ARTICLE VIII

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

ARTICLE IX

The name and address of the incorporator is:

Roger Huckelberry

2351 SW 37 Avenue  
Suite 1011  
Miami, Florida 33145

ARTICLE X

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

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**Samuel Spencer Blum**

ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106, COCONUT GROVE, FLORIDA 33133 TELEPHONE (305) 854-1885 TELEFAX (305) 854-3214

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ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

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

ARTICLE XIII

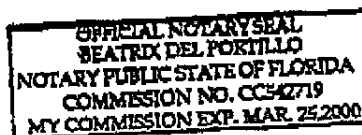
The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 13 day of FEB, 19 98.

  
Roger Huckelberry, Incorporator

STATE OF FLORIDA                     )  
  : ss.  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 13 day of FEB, 19 98, by, personally known to me or who has produced \_\_\_\_\_ as identification.





Print Notary's name and commission number

Notary Public, State of Florida at Large

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Samuel Spenoer Blum

ATTORNEY AT LAW

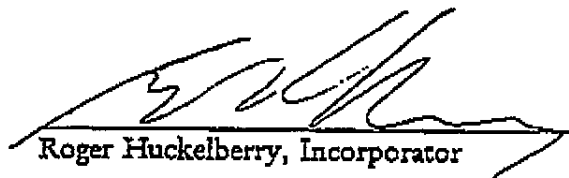
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In compliance with §48.091, Florida Statutes, the following is submitted:

First, that Zero Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami, State of Florida, has named Samuel Spencer Blum, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.

  
Roger Huckelberry, Incorporator

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.

  
Samuel Spencer Blum

SSB/crm  
February 13, 1998  
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98 FEB 16 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Samuel Spencer Blum**  
ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106, COCONUT GROVE, FLORIDA 33133 TELEPHONE (305) 854-1885 TELEFAX (305) 854-3314