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MAILING ADDRESS
POST OFFICE BOX 2628
WILMINGTON, NORTH CAROLINA 28402

May 4, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: ZP NO. 53 MEMBER, INC.

800002519128--1
-05/12/98--01001--003
*****70.00 *****70.00

Dear Sir:

Please find enclosed herewith an original and duplicate original Articles of Incorporation of ZP NO. 53 MEMBER, INC., as well as a check in the amount of \$70.00. I would greatly appreciate your filing these documents and thereafter returning a copy to me stamped with the date and time of filing.

Thank you very much for your assistance in this matter.

Sincerely yours,

ZIMMER AND ZIMMER, L.L.P.

Donna Dickens

Donna L. Dickens
Secretary to Herbert J. Zimmer

DLD

Enclosures

FILED
98 MAY 11 AM 7:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BR 5/12/98

ARTICLES OF INCORPORATION OF A FLORIDA CORPORATION

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

ARTICLE I

Name

The name of the corporation shall be ZP NO. 53 MEMBER, INC.

ARTICLE II

Principal Office

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

Street Address: 111 Princess Street
Wilmington, North Carolina 28401

Mailing Address: Post Office Box 2628
Wilmington, North Carolina 28402

ARTICLE III

Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten Thousand (10,000)

ARTICLE IV

Initial Registered Agent and Street Address:

The name and address of the initial registered agent is:

Name: CT Corporation System
Address: 1200 South Pine Island Road
Plantation, Florida 33324

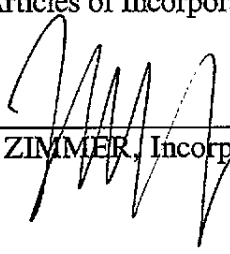
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Incorporator(s)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Name: Jeffrey L. Zimmer
Street Address: 111 Princess Street
Wilmington, North Carolina 28401

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 30th day of April, 1998.



JEFFREY L. ZIMMER, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ZP NO. 53 MEMBER, INC.

2. The name and address of the registered agent and office is:

Name: CT Corporation System

Street Address: 1200 South Pine Island Road

City/State/Zip: Plantation, Florida 33324

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)

(Date)

**JENNIFER FAULTMAN
ASSISTANT SECRETARY**

5-8-98

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98 MAY 11 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA