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98 JUN -1 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAILING ADDRESS
P.O. BOX 633
ORLANDO, FLORIDA 32802

INTERNET E-MAIL
MSPEAR@MVVW.COM

May 29, 1998

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

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Subject: Zatloukal Consulting, Inc.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced corporation --

1. Original Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 in payment of the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Mr. William J. Zatloukal, Jr., w/enc.
A. Guy Neff, Esq.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P. Hall
JUN -2 1998

ARTICLES OF INCORPORATION
OF
ZATLOUKAL CONSULTING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators deliver these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Zatloukal Consulting, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 416 Twisting Pine Circle, Longwood, Florida 32779, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

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

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 416 Twisting Pine Circle, Longwood, Florida 32779. The initial registered agent of the Corporation at the registered office shall be William James Zatloukal, Jr.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
William James Zatloukal, Jr.	416 Twisting Pine Circle Longwood, Florida 32779
Diane K. Zatloukal	416 Twisting Pine Circle Longwood, Florida 32779

ARTICLE VIII

Incorporator

The names and addresses of the incorporators of the Corporation are:

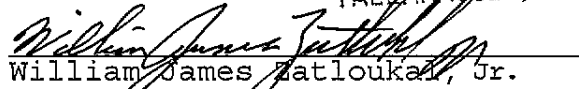
<u>Name</u>	<u>Address</u>
William James Zatloukal, Jr.	416 Twisting Pine Circle Longwood, Florida 32779

Executed this 28th day of May, 1998.

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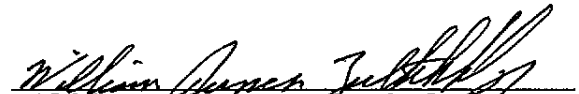
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


William James Zatloukal, Jr.
Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.


William James Zatloukal, Jr.
Registered Agent

Date: May 28, 1998