

Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
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REPLY TO:
2500 MONUMENT ROAD, SUITE 201

P98000055804

June 18, 1998

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-06/22/98--01021--003
*****70.00 *****70.00

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

RE: Zimmer International Holdings, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$70.00, payable to the Secretary of State, in payment of the requisite filing fee.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning a file-stamped copy to my office in the stamped, self-addressed enveloped provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,

Amy J. Austin

Amy J. Austin
Legal Assistant

:aja
Enclosures

FILED
98 JUN 22 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ME-23-98

ARTICLES OF INCORPORATION

FOR

ZIMMER INTERNATIONAL HOLDINGS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is ZIMMER INTERNATIONAL HOLDINGS, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. Consultation, management, technology assessment, recruitment, and to provide services for the paper, film, music and computer industries, and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each.

The shares of stock are to be issued as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>NAME</u>	<u>SHARES</u>
Erik H. Zimmer	1000

ARTICLE SIX

The street address of the corporation is 2324 Pine Island Court, Jacksonville, Florida 32224.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is one (1).
The name and address of each person who is to serve as a member of the initial board of directors and their respective offices are:

<u>NAME</u>	<u>ADDRESS</u>
Erik H. Zimmer President, Vice President, Secretary and Treasurer	2324 Pine Island Court Jacksonville, FL 32224

ARTICLE EIGHT

The name and address of each incorporator are:


<u>NAME</u>	<u>ADDRESS</u>
Erik H. Zimmer	2324 Pine Island Court Jacksonville, FL 32224

ARTICLE NINE

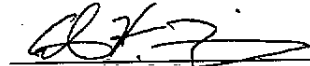
This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by the unanimous vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Jacksonville, Florida on this 18th day of June, 1998.

WITNESSES:


Amy J. Austin

INCORPORATOR:


Erik H. Zimmer

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared Erik H. Zimmer, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of June, 1998.



Robert Dykes
MY COMMISSION # CC586319 EXPIRES
September 18, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

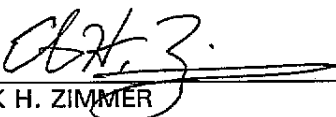
A handwritten signature of Robert Dykes, written in dark ink, positioned above a horizontal line.

Notary Public, State of Florida
My Commission Expires:
SEAL

INITIAL REGISTERED AGENT OF ZIMMER INTERNATIONAL HOLDINGS, INC.

The address of the initial registered agent of the corporation is 2324 Pine Island Court, Jacksonville, Florida 32224, and the name of its initial registered agent at such address is Erik H. Zimmer.

By his signature below, Erik H. Zimmer accepts designation as registered agent of ZIMMER INTERNATIONAL HOLDINGS, INC.


ERIK H. ZIMMER

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TALLAHASSEE, FLORIDA