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Steven L. Perry, P.A.

561-220-0277

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 13, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA AIRBORNE EXPRESS

Subject: ZAGARA LEASING, INC.

To Whom It May Concern:

Enclosed herewith please find the original Articles of Incorporation together with a check in the amount of \$122.50 representing the total amount due for the filing fees, registered agent designation and certified copy for the above-referenced corporation.

Please contact my office should you have any questions or comments regarding the foregoing matter.

Best regards,

Steve Perry
Steven L. Perry

SLP/dsb
Enclosures (2)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ZAGARA LEASING, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I: NAME AND MAILING ADDRESS

The name of the corporation is ZAGARA LEASING, INC. the address of the principal office of this corporation shall be 612 S. Federal Highway, Stuart, Florida 34994 is and the mailing address of the corporation shall be 479 Route 17, Mahwah, New Jersey 07430.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 3000 shares of common stock having no par value per share.

ARTICLE IV: REGISTERED AGENT AND OFFICE

The street address of the initial registered agent of the corporation shall be Steven L. Perry, P.A., 612 S. Federal Highway, Stuart, Florida 34994. The name of the initial registered agent of the corporation at that address is Steven L. Perry.

ARTICLE V: TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI: DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the Shareholders, but the corporation shall never have less than one director. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation

managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation.

ARTICLE VII: INITIAL DIRECTORS

The name and address of the initial member of the first board of directors is:

Name	Address
Nancy Frasco	479 Route 17 Mahwah, New Jersey 07430
Michael Frasco	479 Route 17 Mahwah, New Jersey 07430
Matthew Frasco	479 Route 17 Mahwah, New Jersey 07430

ARTICLE VII: INCORPORATOR


The name and the address of the incorporator of this corporation and subscriber to these Articles of Incorporation is:

Name	Address
Steven L. Perry	Steven L. Perry, P.A. 612 S. Federal Highway Stuart, Florida 34994

ARTICLE VIII: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereof.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 13 day of August, 1998.

By: 

STEVEN L. PERRY
Incorporator and Registered Agent
Florida Bar No. 314358

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ACCEPTANCE OF REGISTERED AGENT DESIGNATION
IN ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Steven L. Perry, P.A., a Florida Corporation authorized to transact business in this State, having a business address identical with the registered office of the corporation named above, and having been designated the Registered Agent in the above foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under §607.0505 Florida Statutes.

By: st
STEVEN L. PERRY

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, that the foregoing instrument was acknowledged by Steven L. Perry, who is personally known to me and who did take an oath.

Witness my hand and official seal in the county and state last aforesaid, on this 13th day of August, 1998.

Diane Bomze
Notary Public

My Commission Expires:
[Seal]



DIANE BOMZE
My Commission CC427186
Expires Dec. 18, 1998
Bonded by HAI
800-422-1555