

8/18/98

P98000073509

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000015382 8))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: CORPORATE CREATIONS INTERNATIONAL INC. ACCT#: 110432003053
CONTACT: LUIS URIARTE PHONE: (305)672-0686 FAX #: (305)672-9110

NAME: ~~GREAT SOUTHERN MARKETING ASSOCIATES, INC.~~ *CMZ, Inc.*
AUDIT NUMBER.....H98000015382
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES.....4
CERT. COPIES.....0 DEL.METHOD.. FAX
EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

EFFECTIVE DATE

8-20-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 21 PM 4: 15

FILED

*50
8/21*

H98000015382

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
CMZ, Inc.

Article II. Address

The mailing address of the Corporation is:
CMZ, Inc.
c/o Benjamin McPherson
201 Front Street, Suite 105
Key West FL 33040

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Benjamin McPherson
201 Front Street, Suite 105
Key West FL 33040

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Christian M. Zuelch
Keith Collins
Benjamin McPherson

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

H98000015382

FILED
98 AUG 21 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H98000015382

Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.

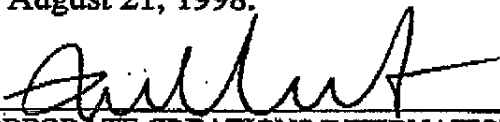
941 Fourth Street #200

Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 20, 1998.

The undersigned incorporator executed these Articles of Incorporation on August 21, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.

Luis A. Uriarte Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

H98000015382

Copyright © 1993-1998 CC

H98000015382

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

CMZ, Inc.

REGISTERED AGENT/OFFICE:

**Benjamin McPherson
201 Front Street, Suite 105
Key West FL 33040**

FILED
98 AUG 21 PM 4:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



BENJAMIN MCPHERSON
by L.A. Uriarte as attorney-in-fact

Date: August 21, 1998.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

H98000015382

Copyright © 1993-1998 CC