

P98000092309

TRANSMITTAL LETTER
FOR FLORIDA CORPORATION

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 OCT 30 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: THE ZACHARY GROUP, INC.

(Proposed corporation name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$ 70.00
Filing Fee

~~\$~~ \$ 78.75
Filing Fee
& Certificate

~~\$122.50~~ 78.75
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified
Copy, &
Certificate

ADDITIONAL COPY REQUIRED

FROM: William B. Graham

Name (Printed or Typed)

101 N. Gadsden Street

Address

Tallahassee, Florida 32301

City, State & Zip

(850) 222-6656

Daytime Telephone Number

800002676348-4
-10/30/98-01003-005
*****78.75 *****78.75

RECEIVED
98 OCT 29 PM 4:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the Articles.

T. SMITH OCT 30 1998

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit in accordance with Chapter 621, Florida Statutes and Chapter 607, Florida Statutes as applicable.

ARTICLE I

The name of the corporation shall be
THE ZACHARY GROUP, INC.

ARTICLE II

The purposes for which this corporation is formed is to engage in the practice of management consulting pursuant to the applicable Florida statutes.

ARTICLE III

The address of the initial registered office of the corporation is 1306 Toochine Nene, Tallahassee, Florida 32301 and the name of its initial registered agent at such address is Gary Yordon.

ARTICLE IV

The period of this corporation's duration is perpetual existence.

ARTICLE V

The number of directors constituting the initial board of directors is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the

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shareholders or until their successors are elected and qualified
are:

Gary Yordon
1306 Toochine Nene
Tallahassee, FL 32301


The director of the corporation set forth above shall constitute the authorized director until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.

ARTICLE VI

The total number of shares of all classes of stock which the corporation shall have authority to issue is one hundred (100) shares of common stock at One Dollar (\$1.00) par value each.

This Article can be amended only by the vote or written consent of the holders of fifty-one percent (51%) of the outstanding shares.

IN WITNESS WHEREOF, for the purposes of forming a corporation under the laws of the State of Florida, I, the undersigned, have personally executed these articles of incorporation on this 29th day of October, 19 98.



Gary Yordon

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

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

The Zachary Group, Inc.

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

Gary Yordon

(Name)


1306 Toochine Nene

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301

(City/State/Zip)

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.



Gary Yordon

Date: October 29, 1998

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