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JERÉ M. FISHBACK
ATTORNEY AT LAW

SOUTHTRUST BANK BUILDING
150-2ND AVENUE NORTH, SUITE 910
ST. PETERSBURG, FLORIDA 33701

TELEPHONE (813) 821-3996

*BOARD CERTIFIED
CIVIL TRIAL LAWYER

September 31, 1998

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

Re: ^{TEAM} Z Development, Inc.

Dear Sir or Madam:

We enclose the following items:

(1) Original and one copy of Articles of Incorporation for the referenced corporation;

(2) Our check payable to your office in the amount of \$122.50 for a filing fee and return of a certified copy of the Articles of Incorporation to this office.

Please file the original articles.

Thank you for your cooperation.

Very truly yours,


JERE' M. FISHBACK, Esquire

JMF/cc
Enclosures

cc: Z Development, Inc.

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88 NOV 19 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 *****78.75

P. Hall

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JERÉ M. FISHBACK
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150-2ND AVENUE NORTH, SUITE 910
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CIVIL TRIAL LAWYER

October 28, 1998

Ms. Pamela Hall
Document Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Z Development, Inc.
Ref. Number: W98000022707
Letter No.: 598A00049643

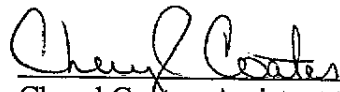
Dear Ms. Hall:

On September 30, 1998, this office submitted Articles of Incorporation for the referenced company, with our check for \$122.50. On October 6, 1998, you returned the Articles because the name "Z Development, Inc." was the same as an already existing corporation.

Our clients have changed the name of their corporation to "Z Company, Inc." and I have enclosed an original and one copy of the Articles of Incorporation for this company. You still have our check for the \$122.50 for payment of the filing fee. Please return a certified copy of the Articles to this office in the enclosed, prestamped envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Cheryl Coates, Assistant to
Jere' M. Fishback, Esquire

/cc
Enclosures
cc: Z Company, Inc.

JERÉ M. FISHBACK
ATTORNEY AT LAW

SOUTHEAST TRUST BANK BUILDING
150-2ND AVENUE NORTH, SUITE 910
ST. PETERSBURG, FLORIDA 33701

TELEPHONE (813) 821-3996

*BOARD CERTIFIED
CIVIL TRIAL LAWYER

November 16, 1998

Ms. Pamela Hall
Document Specialist
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Z Company, Inc.
Ref. Number: W98000024862
Letter No.: 598A00053547

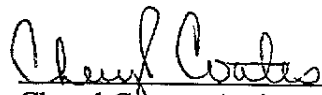
Dear Ms. Hall:

On October 28, 1998, this office submitted Articles of Incorporation for the referenced company. On November 3, 1998, you returned the Articles because the name "Z Company, Inc." was the same as an already existing corporation.

Our clients have changed the name of their corporation to "Team Z Development, Inc." and I have enclosed an original and one copy of the Articles of Incorporation for this company. You still have our check for \$122.50 for payment of the filing fee. Please return a certified copy of the Articles to this office in the enclosed, prestamped envelope.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Cheryl Coates, Assistant to
Jere' M. Fishback, Esquire

/cc
Enclosures
cc: Team Z Development, Inc.

ARTICLES OF INCORPORATION

OF

TEAM Z DEVELOPMENT, INC.

FILED

98 NOV 19 AM 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is TEAM Z DEVELOPMENT , INC.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of land development for residential purposes, and for all other lawful purposes.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 1844 Lago Vista Blvd., Palm Harbor, FL 34685 and the name of the initial registered agent of this corporation at that address is Daniel P. Szarowicz.

ARTICLE VII. INITIAL PRINCIPAL OFFICE & MAILING ADDRESS

The initial principal office and mailing address of this corporation is 1844 Lago Vista Blvd., Palm Harbor, FL 34685.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of initial directors of this corporation are:

Daniel P. Szarowicz	E. Michael Szarowicz, Jr.
1844 Lago Vista Blvd.	261 Rues Des Chateaux
Palm Harbor, FL 34685	Tarpon Springs, FL 34689

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is:
Daniel P. Szarowicz, 1844 Lago Vista Blvd., Palm Harbor, FL 34685.

ARTICLE X. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI. RESTRICTIONS ON STOCK TRANSFER

Shares held by the initial shareholders of this corporation may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIII. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

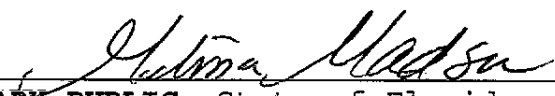
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on October 16, 1998.


DANIEL P. SZAROWICZ

STATE OF FLORIDA)
)
COUNTY OF Pinellas)

BEFORE ME personally appeared DANIEL P. SZAROWICZ to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed and who is personally known or produced known as identification.

WITNESS my hand and official seal this 16th day of October, 1998.

My Commission Expires: 
NOTARY PUBLIC, State of Florida



Melissa Madsen
MY COMMISSION # CC696138 EXPIRES
November 13, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

ACCEPTANCE BY REGISTERED AGENT 98 NOV 19 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF Pinellas)

I HEREBY ACKNOWLEDGE that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Daniel P. Szarowicz
DANIEL P. SZAROWICZ

SWORN TO and SUBSCRIBED before me this 16th day
of October 1998.

Melissa Madsen
NOTARY PUBLIC, State of Florida

My Commission Expires:



Melissa Madsen
MY COMMISSION # CC696138 EXPIRES
November 13, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Personally Known DK

Produced I.D. _____/Form of I.D. _____