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LAW OFFICES
of
BRETT D. McINTOSH
766 Hudson Avenue, Suite B
Sarasota, Florida 34236
(941) 364-8002

December 2, 1998

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

RE: Incorporation of Warren Charles Zink, Jnr., Inc.

Dear Madam or Sir:

I have enclosed for your review and filing the original and a copy of the Articles of Incorporation for Warren Charles Zink, Jnr., Inc.

Also enclosed is a check in the amount of \$83.25 payable to The Florida Department of State for the following:

Filing Fee, for Articles of Incorporation, with Certified Copy, F.S. 607.361(1) \$83.25.

Please return a Certified Copy of the Certificate of Incorporation to this office.

Thank you for your prompt attention and cooperation in this matter.

Sincerely,

Sherry Phinney

:sp

Enclosures

DMC 12/29/98

FILED
98 DEC 28 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF
WARREN CHARLES ZINK, JNR., INC.

FILED

98 DEC 28 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the incorporators form a corporation for profit under Florida law.

NAME

The name of this corporation is WARREN CHARLES ZINK, JNR.,
INC.

ADDRESS

The physical location of the corporation shall be at 1812 Lime
Avenue, North, Sarasota, Florida 34234.

TERM

This corporation shall exist perpetually.

PURPOSE

The purpose of this corporation is to transact any or all
lawful business for which corporations may be incorporated under
Florida law.

STOCK

The corporation is authorized to issue 10,000 shares of common
stock with \$1.00 par value. The stockholders may dispose of the
authorized and unissued stock from time to time. No stockholder
has a preemptive right to purchase unissued, or treasury stock, or
securities convertible into or carry a right to subscribe to or
acquire stock.

REGISTERED AGENT

The registered agent for this corporation is WARREN CHARLES ZINK, JNR., and the registered office is located at 4918 72nd Court, East, Bradenton, Florida 34203.

DIRECTORS

This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.

INCORPORATORS

WARREN CHARLES ZINK, JNR., address 4918 72nd Court East, Bradenton, Florida 34203.

BY-LAWS

After adoption of the initial by-laws of the stockholders, by-laws may be adopted, amended or repealed by the stockholders of this corporation.

STOCK RESTRICTIONS

By agreement, stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The by-laws shall provide for transfer on the corporation books in conformity with this agreement.

DATED on the ____ day of _____, 1998.


WARREN CHARLES ZINK, JNR.

STATE OF FLORIDA :

COUNTY OF SARASOTA :

THE FOREGOING INSTRUMENT was acknowledged before me this 21st
day of December, 1998.

My Commission Expires:


NOTARY PUBLIC Sherry L. Phinney
 My Commission CG 15976
Expires March 2, 2002

CONSENT OF REGISTERED AGENT

The undersigned hereby consents to acting as registered agent
for this corporation.


WARREN CHARLES ZINK, JNR.

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

FILED


98 DEC 28 PM 2:40

SECTION 607 STATE
MANATEE, FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits, organized under the statement in designating the registered office/registered agent, in the State of Florida.

First that WARREN CHARLES ZINK, JNR., INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named WARREN CHARLES ZINK, JNR., located at 4918 72nd Court East, Bradenton, Florida 34203, City of Bradenton, County of Manatee, State of Florida, as its agent to accept service of process within this state.

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 THE 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.



WARREN CHARLES ZINK, JNR.