mustey, June 3, 1999

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To:

Division of Corporations

East Number (850)922-4001

Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.

Account Number: 110432003053 Phone: (305)672-0686 Fax Number: (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Z Development Group, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
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EFFECTIVE DATE

ARTICLES OF INCORPORATION

99 JUN -7 AM 8:41 SECRETARY OF STATE TALLAHASSEE, FLORIDA

Article I. Name

The name of this Florida corporation is: Z Development Group, Inc.

Article II. Address

The mailing address of the Corporation is: Z Development Group, Inc. 10421 Northwest 28th Street, Suite 102-D Miami FL 33172-2165

Article III. Registered Agent

The name and address of the registered agent of the Corporation is: Samuel B. Reiner 7700 North Kendall Drive, Suite 303 Miami FL 33156

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is: Eddy Gonzalez, Jr.

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.

Samuel B. Reiner | FL Bar Member 501549 Lehtinen, O'Donnell, Vargas & Reiner, P.A. 7700 North Kendali Drive, Suite 303 Miami FL 33156 305-279-1166

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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: Samuel B. Reiner Lehtinen, O'Donnell, Vargas & Reiner, P.A. 7700 North Kendall Drive, Suite 303 Miami FL 33156

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on June 1, 1999.

The undersigned incorporator executed these Articles of Incorporation on June 4, 1999.

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

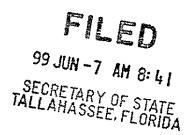
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CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE



CORPORATION:

Z Development Group, Inc.

REGISTERED AGENT/OFFICE:

Samuel B. Reiner 7700 North Kendall Drive, Suite 303 Miami FL 33156

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.

SAMUEL B. REINER

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

Date: June 4, 1999

Samuel B. Reiner | FL Bar Member 501549 Lehtinen, O'Donnell, Vargas & Reiner, P.A. 7700 North Kendall Drive, Suite 303 Mlami FL 33156 305-279-1166

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