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JOHN C. RAYSON*
THOMAS P. MOSS
*ALSO ADMITTED IN ILLINOIS

LAW OFFICES OF
John C. Rayson
2400 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306
TELEPHONE (954) 566-8855
FAX (954) 566-8902

OF COUNSEL
LELAND H. RAYSON

September 17, 1999

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

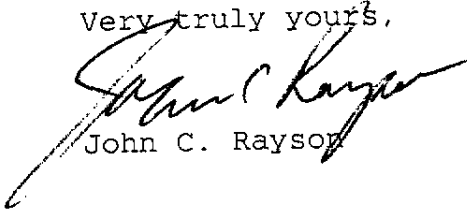
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Dear Florida Department of State:

Enclosed please find articles of incorporation for Zodiac 2K, Inc., a for profit Florida Corporation. Also enclosed is my check in the amount of \$78.75 made payable to the Florida Department of State representing the filing fee, the registered agent designation fee and the fee for a certified copy. Please send the Charter, the filed Articles of Incorporation and Certificate of Status to the undersigned.

Your prompt attention to this matter is appreciated.

Very truly yours,


John C. Rayson

JCR/kr
enclosures

FILED
99 SEP 20 PM 2:53
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

D. BROWN SEP 22 1999

ARTICLES OF INCORPORATION

OF

ZODIAC 2K, INC.

FILED
99 SEP 30 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sheldon Redner, a natural person competent to contract does hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of this corporation shall be as stated above.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be 500 shares having a par value of \$1.00 (one dollar) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be no less than Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient:

21747 Club Villa Terr., Boca Raton, FL 33433

ARTICLE VII
DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9) the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed, without cause, at any annual or special meeting of the Stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting. Any Officer of the corporation may be removed without cause at any annual or special meeting of the Board of Directors, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the Directors present at said meeting.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and address of the first Board of Directors are:

Sheldon Redner, President/Secretary, 21747 Club Villa Terr.,
Boca Raton, FL 33347

The members of the first Board of Directors, unless otherwise provided by the By-Laws, or unless removed as provided herein, shall hold office for the first year of the corporate existence or until their successors are elected and appointed and have qualified.

ARTICLE IX
SUBSCRIBERS

The name and address of the sole subscriber to these Articles of Incorporation are as follows:

Sheldon Redner, 21747 Club Villa Terr., Boca Raton, FL 33347

ARTICLE X
CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; any Director individually or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed of shall have been known to the Board of Directors or a majority thereof, and any Director of this corporation who is also a Director or Officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

ARTICLE XI
INDEMNIFICATION

Every Director and every Officer of this corporation shall be indemnified by this corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement or reimbursement as being in the best interests of this corporation. The foregoing right of

indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled as a matter of law or otherwise.

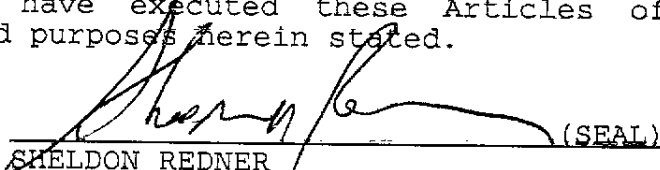
ARTICLE XII
ASSIGNMENT OF SUBSCRIPTIONS

The original Subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscription to any other person, firm or corporation who may thereafter become Subscribers to the capital stock of this corporation who, upon acceptance of such assignment, shall stand in lieu of the original Subscriber, and assume and carry out all the rights, liabilities and duties entailed by such subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XIII
AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes herein stated.




SHELDON REDNER

(SEAL)

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared SHELDON REDNER, to me known to be the person described as Subscriber to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that (s)he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Broward County, Florida, this 17 day of September, 1999.



NOTARY PUBLIC, State of Florida
My Commission Expires:



Kathleen M. Rayson
MY COMMISSION # CC683308 EXPIRES
November 9, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



Kathleen M. Rayson
MY COMMISSION # CC683308 EXPIRES
November 9, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITH THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First - That Zodiac 2K, Inc.
(Name of Corporation)

desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of Incorporation
at the City of Boca Raton, County of Palm Beach,
State of Florida, has named

Sheldon Redner, located at 21747 Club Villa Terr.
(Name of Resident Agent) (Street Address and number

, City of Boca Raton
Building, P.O. Box not acceptable)

, County of Palm Beach.

State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT:

Having been named to accept service by process for the above
stated corporation at place designated in this certificate, I
hereby accept to act in this capacity and agree to comply with the
provision of said Act relative to keeping open said office.

By

Sheldon Redner
(Resident Agent)

FILED
99 SEP 20 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA