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GRACE & COUSE, P.A.

ATTORNEYS AT LAW

Telephone: (941) 334-0811

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A. DOUGLAS GRACE, JR.
E. G. COUSE (1941-1994)

2135 COTTAGE STREET
FORT MYERS, FLORIDA 33901-3614

October 11, 1999

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-10/13/99-01021-017
****122.50 ****78.75

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: JZ & RL Corporation, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for JZ & RL Corporation, Inc. Please certify the Articles of Incorporation and forward same to this office.

I have also enclosed my firm's check in the amount of \$122.50 to cover the filing fee, certification fee and registered agent fee for the corporation.

Thank you for your attention to this matter.

Sincerely yours,

GRACE & COUSE, P.A.

A. Douglas Grace, Jr.

ADG/pg
Enclosures

cc: Client

MAZZOLA/JZ&RL/State.001

99 OCT 13 PM 5:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN OCT 18 1999

*FILED
99 OCT 13 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA*

**ARTICLES OF INCORPORATION OF
JZ & RL CORPORATION, INC.**

I, the undersigned, hereby associate myself for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of JZ & RL CORPORATION, INC., and hereby set forth and declare:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be JZ & RL CORPORATION, INC.

**ARTICLE II
EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III
PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 5,000 shares of stock at \$1.00 par value, which shall be designated as "common stock." The corporation shall have only one class of stock.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial principal office of the corporation is 2135 Cottage Street, Fort Myers, Florida 33901, and the initial registered agent of this corporation is A. DOUGLAS GRACE JR., 2135 Cottage Street, Fort Myers, FL 33901.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial board of director is Lisa A. Tilden, 1724-3 Park Meadow Drive, Fort Myers, FL 33907.

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Lisa A. Tilden
1724-3 Park Meadow Drive
Fort Myers, FL 33907

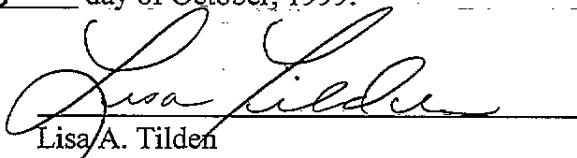
ARTICLE VIII
BY-LAWS

The By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all Shareholders of the corporation and all rights conferred upon the Board of Directors are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have set my hand and seal this 8th day of October, 1999.



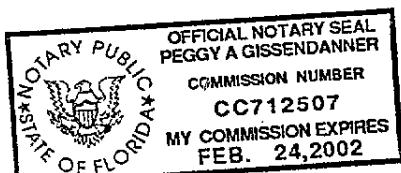
Lisa A. Tilden

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared LISA A. TILDEN, who is personally known to me and who acknowledged before me that she signed the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN TO before me this 8th day of October, 1999.

(NOTARIAL SEAL)



Peggy A. Gissendanner
Notary Public
Print Name: Peggy A. Gissendanner

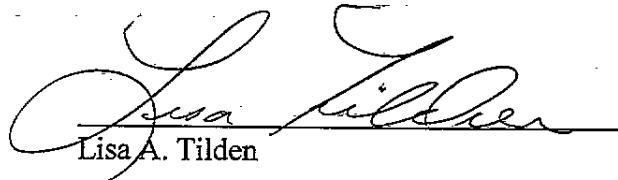
**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

99 OCT 13 PM 5:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 607.034, Florida Statutes, the following is submitted:

That JZ & RL CORPORATION, INC. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 2135 Cottage Street, Fort Myers, FL 33901 has named A. DOUGLAS GRACE, JR., 2135 Cottage Street, Fort Myers, FL 33901 as its agent to accept service of process within Florida.

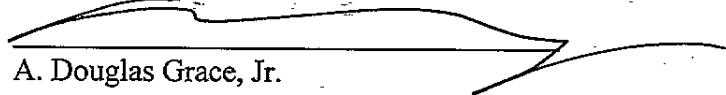
DATED: October 8, 1999.



Lisa A. Tilden

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

DATED: October 11th, 1999.



A. Douglas Grace, Jr.