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TALLAHASSEE, FLORIDA

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ZIMMER AND ZIMMER, L.L.P.  
ATTORNEYS AT LAW  
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WILMINGTON, NORTH CAROLINA 28401-3997  
TELEPHONE (910) 763-4669  
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HERBERT J. ZIMMER  
JEFFREY L. ZIMMER (RETIRED)

MAILING ADDRESS  
POST OFFICE BOX 2628  
WILMINGTON, NORTH CAROLINA 28402

April 29, 2004

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

RE: ZP NO. 149 MEMBER, INC.  
ZP NO. 149, LIMITED PARTNERSHIP

Dear Sir:

Please find enclosed herewith the following items in connection with the above-referenced entities:

1. Duplicate original Articles of Incorporation for ZP NO. 149 Member, Inc.;
2. Duplicate original Certificate of Limited Partnership for ZP NO. 149, Limited Partnership; and
3. Check in the amount of \$157.50.

I would greatly appreciate your filing the Articles of Incorporation first, then filing the Certificate of Limited Partnership. Thereafter, please return a filed stamped copy of the document to me indicating the date and time of filing, as well as a receipt for the filing fee paid.

Thank you very much for your assistance in connection with this matter.

Sincerely,

ZIMMER AND ZIMMER, L.L.P.



Donna L. Dickens  
Assistant to Herbert J. Zimmer

/dl  
Enclosures

ARTICLES OF INCORPORATION OF A  
FLORIDA CORPORATION

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04 MAY -4 PM 1:50  
SECRETARY'S OFFICE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I**

Name

The name of the corporation shall be ZP NO. 149 MEMBER, INC.

**ARTICLE II**

Principal Office

The principal office of business and mailing address of this corporation shall be:

111 Princess Street  
Wilmington, North Carolina 28401

**ARTICLE III**

Purpose

The purpose for which the corporation is organized is: to act as and be the sole general partner of ZP NO. 149, Limited Partnership, a to-be-formed Florida limited partnership.

**ARTICLE IV**

Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten Thousand (10,000)

**ARTICLE V**

Initial Officers and/or Directors

The initial officers and directors of the corporation will be as follows:

OFFICERS:

President	Jeffrey L. Zimmer	PO Box 2628, Wilmington, NC 28402
Vice President	Alan M. Zimmer	PO Box 2628, Wilmington, NC 28402
Secretary	Herbert J. Zimmer	PO Box 2628, Wilmington, NC 28402
Treasurer	Alan M. Zimmer	PO Box 2628, Wilmington, NC 28402

DIRECTORS:

Alan M. Zimmer Post Office Box 2628, Wilmington, North Carolina 28402  
Herbert J. Zimmer Post Office Box 2628, Wilmington, North Carolina 28402  
Jeffrey L. Zimmer Post Office Box 2628, Wilmington, North Carolina 28402  
Carolyn F. Moskowitz 2107 Ascott Place, Wilmington, North Carolina 28403

**ARTICLE VI**

Registered Agent and Street Address:

The name and address of the registered agent is:

Name: CT Corporation System  
Address: 1200 South Pine Island Road  
Plantation, Florida 33324

**ARTICLE VII**

Incorporator(s)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Name: Jeffrey L. Zimmer  
Street Address: 111 Princess Street  
Wilmington, North Carolina 28401

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 29<sup>th</sup> day  
of April, 2004.

  
\_\_\_\_\_  
JEFFREY L. ZIMMER, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ZP NO. 149 MEMBER, INC.

2. The name and address of the registered agent and office is:

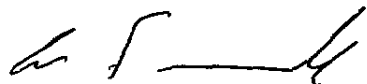
Name: CT Corporation System

Street Address: 1200 South Pine Island Road

City/State/Zip: Plantation, Florida 33324

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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 this 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.*



(Signature)

4-26-2004

(Date)

MEMBER OF  
SECRET