P9500038727 AMATO, ANDERSON, NICKEL, A WEBER, P. ATTORNBYS AT LAW

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LOUIS X. AMATO, P. A. A. BRIC ANDERSON, P. A. QUDRUN MARIA NICKEL, P. A. PATRICK O. WERER, P. A. J. GARY SHIRK DAVID P. WHITING

MOBERT M. ARLEN, OF GOUNBEL BOYNTON BEACH, FLORIDA PLEASE MEPLY 10

NAPLES OFFICE SULTE SOC SED FIFTH AVENUE SOUTH NAPLES, FLORIDA 39940 (813) 882-748 FAX (813) 882-7144

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OAPE CONAL OFFICE
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CAPE CONAL, FLORIDA 23804-8000
(813) 849-934
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May 12, 1995

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

RE: INTERNATIONAL RELLTY CONSULTANTS, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

AMATO, ANDERSON, NICKEL & WEBER

Gudrun M. Nickel

GMN/1rb

Enclosure

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SECHELLES FLORIDATE

FILED

ARTICLES OF INCORPORATION OF INTERNATIONAL REALTY CONSULTANTS, INC.

95 MAY 15 PM 2: 13

The undersigned hereby adopt the following Articles of LORIDA Incorporation for the purpose of forming a corporation ander the laws of the State of Florida:

ARTICLE I - Namo

The name of the corporation is INTERNATIONAL REALTY CONSULTANTS, INC. The principal place of business of the corporation is 3401 Tamiami Trail North, Suite 207, Naples, Florida 33940. The mailing address of the corporation is 3401 Tamaimi Trail North, Suite 207, Naples, Florida 33940.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

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

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the Subchapter S and IRC 1244 elections.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be one (1) initial director as follows:

RAINER N. FILTHAUT 3401 Tamiami Trail North, Suite 207 Naples, Florida 33940

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

RAINER N. FILTHAUT - President/Secretary/Treasurer

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.177, et seq., at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

Gudrun Maria Nickel, P.A. 350 Fifth Avenue South, #200 Naples, Florida 33940

ARTICLE XIV - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 350 Fifth Avenue South, #200, Naples, Florida 33940, and the name of the initial registered agent of the corporation at that address is GUDRUN MARIA NICKEL, P.A..

IN WITHESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 104 day of May, 1995.

GUDRUN MARIA NICKEL P.A.

GUDRUN MARIA NICKEL, President

STATE OF FLORIDA COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this day of May, 1995, by GUDRUN MARIA NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (or who produced as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

Modary Public Brand

May 2, 1997 Notary Stamp/Seal

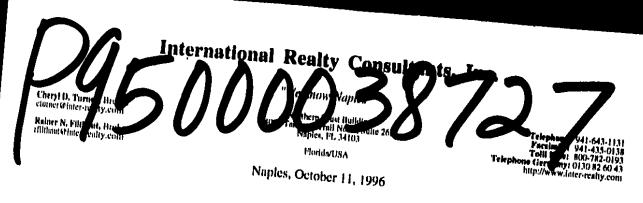
LINDA R. BRAND
MY COMMISSION # CC 282129
EXPIRES: May 2, 1997
Bonded Thru Notary Public Underwriters

Type or Print Notary Name
Notary Number: CC282129

I hereby Lm familiar with and accept the duties and responsibilities as registered agent for said corporation.

GUDRUN MARIA NICKEL, P

GUDRUN MARIA NICKEL, President



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

Re: International Realty Consultants, Inc.

Dear Sirs:

Please note that the mailing address of the above mentioned company has changed and will be as

4001 Tamiami Trail North Suite 265 Naples, FL 34103

Sincerely,

INTERNATIONAL REALTY CONSULTANTS, INC.

Rainer N. Filthaut

Wan

Broker