P9500055351 AMATO, ANDERSON, NICKEL, & WEBER, P.A. ATTORNEYS AT LAW

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LOUIS X. AMATO, P.A., A. ERIG ANDERSON, P.A. GUORUN MARIA NICKEL, F.A., PATRICK C. WEBER, P.A., J. GARY SHIRK DAVID P. WHITING

ROBERT M. ARLEN, OF COUNSEL BOYNTON BEACH, FLORIDA PLEASE REPLY TO

NAPLES OFFICE
SUITE 200
380 FIFTH AVENUE SOUTH
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CAPE CORAL, FLORIDA 33804-9000
(813) 549-3141
FAX (813) 549-0307

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*****70.00 *****70.00

July 10, 1995

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

RE: K & P INVESTMENT, 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/lrb

Enclosure

FILED 35 JUL 17 PH 4: 14 ECRETARY OF STATE LLAHASSEF F STATE

ARTICLES OF INCORPORATION OF K & P INVESTMENT, INC.

FILED
95 JUL 17 PH 4: 14

The undersigned hereby adopt the following Articles, rofile Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is K & P INVESTMENT, INC. The principal place of business of the corporation is <u>c/o Euro-American Consulting</u>, Inc., 400 Fifth Avenue South, Suite 300, Naples, Florida 33940. The mailing address of the corporation is <u>c/o Euro-American Consulting</u>, Inc. 400 Fifth Avenue South, Suite 300, 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 10,000 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 two (2) initial director(s) as follows:

PETER BAUMGARTNER Lindenstrasse 13 D-85649 Hofolding GERMANY

KLAUS VON DE HOFF Perkhofstrasse 6 D-80686 Munich GERMANY

ARTICLE VIII - Officers

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

PETER BAUMGARTNER - President/Treasurer
KLAUS VON DE HOFF - Vice President/Secretary

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

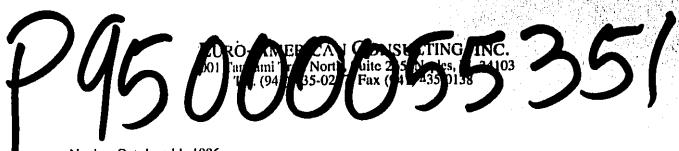
The name and address of the Incorporator to these articles of incorporation is:

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 WITNESS WHEREOF, the executes these articles of i 1995.	undersigned, as incorporator, hereby ncorporation this // day of July,
	GUDRUN MARIA NICKEL, P.A.
	By: GUDRUN MARIA NICKEL President
STATE OF FLORIDA COUNTY OF COLLIER	(
The foregoing instrument was subscribed to before me this day of July, 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.	
	Piles
My Commission Expires:	Notary Public
May 2, 1997 Notary Stamp/Seal LINDAR. BRAND MY COMMISSION & CC 282129 EXPIRES: May 2, 1997 Bootid Thru Notary Public Underwriter amiliar responsibilities as registered	Linda R. Brand Type or Print Notary Name Notary Number: CC282129 with and accept the duties and dagent for said corporation. GUDRUN MARIA NICKEL, P.A. GUDRUN MARIA NICKEL, President
	95 JUL 17 PH 4: 14 SECRETARY OF STATE TALLAHASSEE, FLORID,



Naples, October 11, 1996

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

Re: K&P Investments, Inc.

Dear Sirs:

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

c/o Euro-American Consulting, Inc. 4001 Tamiami Trail North Suite 265 Naples, FL 34103

Sincerely,

EURO-AMERICAN CONSULTING, INC.

Rainer N. Filthaut

Jf 19/15