

FRIEDMAN & HEYDASCH, P.A.

ATTORNEYS AT LAW • RECHTSANWÄLTE

NICHOLAS R. FRIEDMAN, J.D. (RET.)  
AXEL HEYDASCH, J.D., LL.M. IN TAXATION  
ADMITTED IN FLORIDA AND NEW YORK

OF COUNSEL:

RICHARD B. MARX, J.D.  
ADMITTED IN FLORIDA AND NEW YORK

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ADMITTED IN NEW YORK AND  
THE FEDERAL REPUBLIC OF GERMANY

NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
30TH FLOOR  
MIAMI, FLORIDA 33132

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April 28, 1999

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

RE: *SHADOWMAN, INC.*

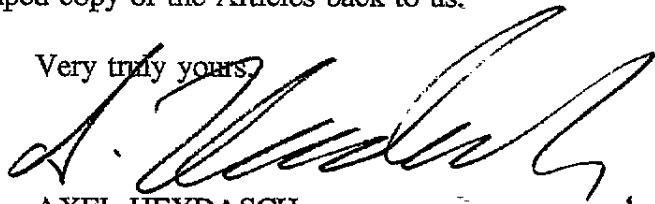
Dear Sir/Madam:

000002860300--9  
-05/03/99-01096-018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed please find Two (2) copies of the Articles of Incorporation for the above captioned corporation together with a check in the amount of \$70.00.

Please be so kind to return a stamped copy of the Articles back to us.

Very truly yours,



AXEL HEYDASCH  
Attorney-at-law

AH:av  
Enclosures

99 MAY -3 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

T. SMITH MAY 07 1999

**ARTICLES OF INCORPORATION  
OF  
SHADOWMAN, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**SHADOWMAN, INC.**

The address of the principal office of this corporation shall be 100 North Biscayne Boulevard, 30th Floor, Miami, Florida 33132.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida or any other state, county, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 (ONE HUNDRED) shares of common stock at \$1.00 (ONE DOLLAR) par value share.

**ARTICLE IV. REGISTERED AGENT**

The Registered Agent will be attorney Axel Heydasch, 100 North Biscayne Boulevard, 30th Floor, New World Tower, Miami, Florida 33132.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI. DIRECTORS**

The name and address of the initial Director of this corporation who shall hold office for the first year until his successor is chosen, shall be:

**Heinrich Edelmann  
Postfach 19 01 44  
50498 Köln  
Germany**

**ARTICLE VII. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

Director/President/Secretary: **Heinrich Edelmann  
Postfach 19 01 44  
50498 Köln  
Germany**

**ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:

**Axel Heydasch, P.A.  
New World Tower  
100 North Biscayne Boulevard  
30th Floor  
Miami, Florida 33132-2305**


**ARTICLE IX. PREEMPTIVE RIGHTS**

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

**ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

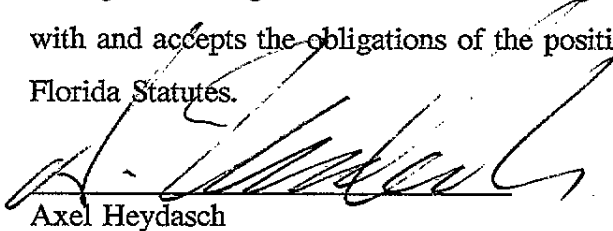
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 27 day of April, 1999.



Axel Heydasch  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION**

The undersigned, Axel Heydasch, a resident of Dade County, Florida, whose address is New World Tower, 100 North Biscayne Boulevard, 30th Floor, Miami, Florida 33132-2305, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607 of the Florida Statutes.



Axel Heydasch

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TALLAHASSEE, FLORIDA