

M00000002620

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

100003374511--7  
-12/11/00--01154--008  
\*\*\*\*\*55.00 \*\*\*\*\*55.00

SUBJECT: Proton Beteiligungen GmbH, LLC  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Renea M. Glendinning, CPA  
(Name of Person)

100003374511--7  
-08/28/00--01076--012  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Kerkering, Barberio & Co., P.A.  
(Firm/Company)

1858 Ringling Boulevard  
(Address)

Sarasota, FL 34236  
(City/State/Zip)

FILED  
00 DEC 19 AM 11:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name  
Availability Should you need to call someone concerning this matter, please call:

Document Examiner Renea M. Glendinning  
(Name of Person)

at ( 941 ) 365-4617  
(Area Code & Daytime Telephone Number)

Updater DCC

Printer DCC

COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Deert  
C. TAXING  
FILING 55.00  
P. A. FEE  
C. F. FEE



**Kerkering, Barberio & Co., P.A.**  
*Certified Public Accountants*

*Established 1972*

November 22, 2000

Ms. Diane Cushing, Corporate Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: PROTON BETEILIGUNGEN GMBH, LLC  
Ref. Number W00000021545

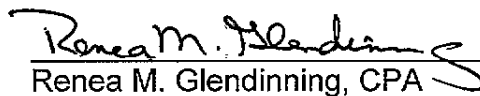
Dear Ms. Cushing:

In response to your letter of August 31, 2000, please find the following documents:

1. Check in the amount of \$55.00 payable to Florida Department of State.
2. Application by Foreign Limited Liability Company for authorization to Transact Business in Florida.
3. Translation of Certified Copy of Corporate Charter for PROTON BETEILIGUNGEN GMBH, LLC
4. Certificate of designation of Registered Agent/Registered Office.

Thank you for your attention to this matter.

Very truly yours,

  
Renea M. Glendinning, CPA

RMG/st  
Enclosures

*Principals*

Allan J. Barberio, CPA  
Charles R. Baumann, CPA  
Robert P. Clarke, CPA  
H. Dieter Gebhard, CPA (Ret.)  
Renea M. Glendinning, CPA  
Richard E. Goble, CPA  
Susan B. Grundy, CPA  
Kathleen A. Hargreaves, CPA  
Richard J. Kerkering, CPA (Ret.)  
Robert J. Lane, CPA  
William G. Miles, CPA  
Caroline D. Strickland, CPA

*Managers*

Julie L. Bynum, CPA  
Beth C. Ebersole, CPA  
Shirley E. Fieber, CPA  
Barbara B. Gardner  
Barbara A. Jones, CPA  
Robin K. Knuth, CPA  
Janet C. Narvaez, CPA  
Pauline J. Parrish  
James R. Schnarr



**Kerkering, Barberio & Co., P.A.**  
*Certified Public Accountants*

*Established 1972*

December 13, 2000

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

Attention: Diane Cushing

Re: Proton Beteiligungen, GmbH

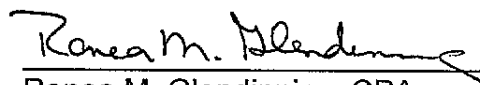
Dear Ms. Cushing:

Enclosed is a corrected translation of the corporate charter of Proton Beteiligungen, GmbH. This translation shows the name spelled correctly.

Thank you for your attention to this matter.

Very truly yours,

KERKERING, BARBERIO & CO., P.A.

  
Renea M. Glendinning, CPA

*Principals*

Allan J. Barberio, CPA  
Charles R. Baumann, CPA  
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Pauline J. Parrish  
James R. Schnur



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

August 31, 2000

RENEA M. GLENDINNING, CPA  
KERKERING, BARBERIO & CO., P.A.  
1858 RINGLING BOULEVARD  
SARASOTA, FL 34236

SUBJECT: PROTON BETEILIGUNGEN GMBH, LLC  
Ref. Number: W00000021545

We have received your document for PROTON BETEILIGUNGEN GMBH, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

We need a balance of \$55.00. You have completed the wrong application. Please complete the attached form for a limited liability company.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 300A00046663



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 8, 2000

RENEA M. GLENDINNING, CPA  
KERKERING, BARBERIO & CO., P.A.  
1858 RINGLING BOULEVARD  
SARASOTA, FL 34236

SUBJECT: PROTON BETEILIGUNGEN GMBH, LLC  
Ref. Number: W00000021545

We have received your document for PROTON BETEILIGUNGEN GMBH, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please verify the name in the English translation. The top of the page you have the name spelled one way and in "a" you have is spelled another way. The name must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 300A00062188

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN  
LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Proton Beteiligungen GmbH, LLC  
(Name of foreign limited liability company)
2. Germany  
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 52-2254859  
(FEI number, if applicable)
4. 11/10/97  
(Date of Organization)
5. Perpetual  
(Duration: Year limited liability company will cease to exist or "perpetual")
6. August 1, 2000  
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1900 Ringling Boulevard  
Sarasota, Florida 34236  
(Street address of principal office)
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:  
Mahmoud Amrani, Gustav-Stresemann Str. 2, 63073 Offenbach, Germany  
Myriam Amrani, Gustav-Stresemann Str. 2, 63073 Offenbach, Germany
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: Vacation rental property

Myriam Amrani  
Signature of a member or an authorized representative of a member.  
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Myriam Amrani

Typed or printed name of signee

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TALLAHASSEE FLORIDA  
SECRETARY OF STATE

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

PROTON BETEILIGUNGEN GmbH, LLC

2. The name and the Florida street address of the registered agent and office are:

John D. Dumbaugh

(Name)

1900 Ringling Blvd.

Florida street address (P.O. Box **NOT** ACCEPTABLE)

Sarasota

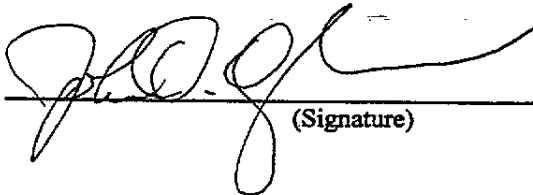
FL

34236

City/State/Zip

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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 limited liability company 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 as provided for in Chapter 608, F.S..*



(Signature)

|           |                                  |
|-----------|----------------------------------|
| \$ 100.00 | Filing Fee for Application       |
| \$ 25.00  | Designation of Registered Agent  |
| \$ 30.00  | Certified Copy (optional)        |
| \$ 5.00   | Certificate of Status (optional) |

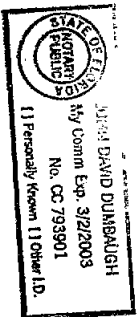
mitgerichtet, enthält eine weitere

Beglaubigte Abschrift

HR B 44005

| a) Firma<br>b) Sitz<br>c) Gegenstand des Unternehmens                                                                                                                                                                                                                                                | Grund- oder Stammkapital<br>DM                                                                                               | Verantwortliche<br>Gesellschafter<br>Prokura   | Rechtsverhältnisse                                                                                                                                                                                                                                                                                                                                                                                                                                        | d) Tag der Eintragung<br>und Unterzeichnung<br>e) Bemerkungen                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| 2<br>a) Proton Beteiligungen GmbH<br>b) Frankfurt am Main<br>c) die Beteiligung an anderen Unternehmen im In- und Ausland insbesondere des Reise- und Beherbergungsgewerbes sowie die Repräsentanz und die Vertretung ausländischer Unternehmen des Reise- und Beherbergungsgewerbes in Deutschland. | 3<br>50.000 DM.                                                                                                              | 4<br>TAMARA WIEBE, FLORIDA Kaufmann, Offenbach | 6<br>Gesellschaft mit beschränkter Haftung.<br>Der Gesellschaftsvertrag ist am 15. Oktober 1997 abgeschlossen.<br>Der Geschäftsführer Mahmood Amrani hat Alleinvertretungsrecht.<br>Er ist berechtigt, mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte mit der Gesellschaft abzuschließen (§ 181 BGB).                                                                                                                         | 7<br>am 10.11.1997<br>(Name) <i>W. Wiebe</i><br>b) Gesellschaftsvertrag Blatt 6 ff.<br>Sonderband |
| 2<br>90.000 DM.                                                                                                                                                                                                                                                                                      | Wiebe<br>Grütmacher,<br>geb. 09.12.1954,<br>Königsstein im Taunus<br>Myriam Amrani,<br>geb. 04.08.1967,<br>Offenbach am Main |                                                | Durch Beschluss der Gesellschafterversammlung vom 18. Dezember 1998 ist das Stammkapital um 40.000 DM auf 90.000 DM erhöht und der Gesellschaftsvertrag in § 3 (Stammkapital) geändert.<br>Wiebe Grütmacher und Myriam Amrani sind zu Geschäftsführerinnen bestellt.<br>Sie vertreten ein jeder gemeinsam mit einem anderen Geschäftsführer oder gemeinsam mit einem Prokuristen.<br>Ist eine von ihnen alleinige Geschäftsführerin, vertritt sie allein. | am 16.2.1999<br>(Abte) <i>W. Wiebe</i><br>b) Bl. 15 ff.<br>Sonderband                             |

I HEREBY CERTIFY THAT THIS IS A TRUE AND CORRECT COPY OF THE ORIGINAL DOCUMENT.  
SYDNEY WESHAD, RESMICK, LIEB, DUNBAR, JONES & KROTEG, PA  
B.V.



Aufgrund heutiger eigener Einsichtnahme in das Handelsregister bei dem Amtsgericht Frankfurt/Main bestätige ich in meiner Eigenschaft als Notar die vollständige Übereinstimmung dieser Kopie mit den Eintragungen im Handelsregister.

Frankfurt am Main, den 26. Mai 1999

*[Signature]*  
Dieterte  
Notar





**TRANSLATION OF CERTIFIED COPY OF CORPORATE CHARTER  
FOR PROTON BETEILIGUNGEN GMBH, a German limited liability company**

Before me the undersigned, appeared John D. Dumbaugh, who, being duly sworn states that the following is a true and correct translation from German Language to English of the attached corporate registration document:

Document Number HR B 44005

Certified Copy  
Corporate Registry Office: Frankfurt am Main

a) Firm: Proton Beteiligungen GmbH

b) Situs: Frankfurt am Main

c) Purpose: to be a participant investment inside and outside of Germany having particularly to do with vacation and lodging accommodations and representation of foreign investment projects involving vacation and lodging accommodations in Germany.

Original Minimum Capital: 50,000 German Marks

Current Capital: 90,000 German Marks

Officers, Directors and Incorporators of the Company:

Mahmoud Amrani, a businessman from Offenbach, Germany

Wiebke Gruetzmacher, [birth date: December 9, 1954] of Koenigssee  
im Taunus, Germany

Myriam Amrani, [birth date: August 4, 1967] of Offenbach am Main,  
Germany

Legal Description of the Entity:

The registration of the company was completed on October 15, 1997.

The Chief Operations Officer is Mahmoud Amrani who has full power to act for the company.

He is empowered to enter into agreements with third parties in the name of the company pursuant (powers contained in Sec. 181 BGB Statute Book)

Through decision of the company shareholders on December 18, 1998, the capitalization has been raised by 40,000 German Marks to 90,000 German Marks and the Sec. 3 Declaration of Capitalization is hereby amended.

00 DEC 19 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Wiebke Gruetzmacher and Myriam Amrani are hereby appointed directors. They must act jointly or with a duly appointed legal representative of the other. If only one director remains, then she may act alone.

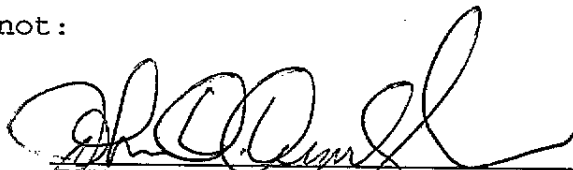
Notarial Certification:

I hereby certify as duly appointed Notary after personal review of the registry office records this day, that this document is a true and exact copy of the charter for the above referenced company as duly recorded in the Company Records Office at Frankfurt am Main, Germany.

Frankfurt am Main, May 26, 1999

Klaus Christian Dieterl [signature]  
Notary

Further the affiant sayeth not:

  
JOHN D. DUMBAUGH, Attorney & Notary

John D. Dumbaugh, Member of the Florida Bar, holding minor degree in German Language from the University of Pittsburgh including undergraduate study at the Universität Basel, Switzerland

Sarasota County  
State of Florida

Sworn to and subscribed before me this 4th day of October, 2000 by John D. Dumbaugh known to me.

  
Notary Public State of Florida

