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The Law Firm Of
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February 17, 2000

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Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: **EUROPEAN CHAMBER of COMMERCE of SOUTHWEST FLORIDA, INC.**

Dear Sir or Madam:

Enclosed is our check in the amount of $78.75 to cover the cost of filing the enclosed Articles of Incorporation for the above-referenced corporation. Please return a certified copy to our office in the enclosed, overnight UPS package as soon as possible.

Thank you for your assistance and please feel free to call should you have any questions.

Sincerely,

THOMAS E. SHIPP, JR.

TES:dlg
Enclosure

FILED
00 FEB 18 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EUROPEAN CHAMBER of COMMERCE of SOUTHWEST FLORIDA, INC.

A Nonprofit Corporation

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the florida Statutes, do agree to the following:

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be:

EUROPEAN CHAMBER of COMMERCE of SOUTHWEST FLORIDA

The principal place of business of this corporation shall be 15272 Briarcrest Circle, Fort Myers, Florida 33912, and the mailing address is the same.

ARTICLE II - EFFECTIVE DATE

The existence of this corporation shall begin when the Articles of Incorporation are filed.

ARTICLE III - PURPOSE

This corporation is organized exclusively to promote commerce between the people and businesses of Europe and the people and businesses of Southwest Florida, by engaging in those activities that will advance the improvement of business conditions and are permitted by Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

ARTICLE IV - LIMITATION OF POWERS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax law.

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax law.

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

ARTICLE V - DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax law, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the court of proper jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The business of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three.

The Board of Directors shall be elected and hold office in accordance with the Bylaws, except as hereafter provided in this Article.

The names and addresses of the persons who are to serve as directors whose initial terms will be for five years from the date of these Articles or until the next annual meeting of the corporation after that five year period are:

Frank U. Dethlefsen — Michael Schneider-Christians

Ingrid Wittmann — Wilhelm J. Wittmann

Friedrich G. Heindl

ARTICLE VII - INCORPORATOR

The names and addresses of the incorporators of this corporation are as follows:

NAME	ADDRESS
Frank U. Dethlefsen	2020 Ortiz Avenue Fort Myers, FL 33905
Michael Schneider-Christians	725 West Cape Coral Parkway Cape Coral, FL 33914
Ingrid Wittmann	15272 Briarcrest Circle Fort Myers, FL 33912
Wilhelm J. Wittmann	15272 Briarcrest Circle Fort Myers, FL 33912
Friedrich G. Heindl	2301 Del Prado Boulevard #100 Cape Coral, FL 33990

ARTICLE VIII

The street address of the initial registered office of this corporation shall be 4223 Del Prado Boulevard, Cape Coral, FL 33904, and the name of the initial registered agent of the corporation at that address is: Thomas E. Shipp, Jr.

IN WITNESS WHEREOF, the undersigned subscribing incorporators, have hereunto set their hands and seals on this 17 day of February, 2000

Frank U. Dethlefsen

Michael Schneider-Christians

Ingrid Wittmann

Wilhelm J. Wittmann

Friedrich Heindl

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February 17, 2000

THOMAS E. SHIPP, JR.
Registered Agent