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LAW OFFICES OF  
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Ernest A. Seemann  
Darrin R. Schutt  
*(also admitted in Georgia)*  
Christine F. Wright

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-01/13/00--01060--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

January 11, 2000

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

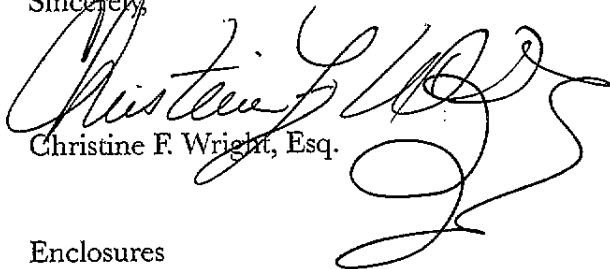
**RE:** Villa Steffi, Inc.

Dear Sir or Madam:

Enclosed please find an executed original of the Articles of Incorporation for the above-referenced company together with our check for \$78.75. Please return a certified copy of the Articles with the log-in stamp.

Should you have any questions, please contact me.

Sincerely,

  
Christine F. Wright, Esq.

Enclosures

FILED  
JAN 13 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OK  
1-24-00  
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**ARTICLES OF INCORPORATION  
OF  
VILLA STEFFI, INC.**

**FILED**  
00 JAN 13 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, ANDREAS H. GARDINER, files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

**I. NAME:**

The name of this Corporation shall be: VILLA STEFFI, INC.

**II. BUSINESS:**

The general nature of the business and business to be transacted are as follows: To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

**III. SHARES:**

The authorized capital stock of this Corporation shall consist of ONE HUNDRED (100) shares of common stock, at TEN DOLLARS (\$10.00) par value per share.

**IV. EXISTENCE**

The corporation shall have perpetual existence.

## **V. PRINCIPAL OFFICE AND REGISTERED AGENT:**

The street address of the Corporation's initial principal office is c/o 1639 E. Cape Coral Parkway, Suite 103, Cape Coral, FL 33904; the registered agent for the Corporation is Christine F. Wright, 1105 Cape Coral Parkway East, Suite C, Cape Coral, FL 33904.

## **VI. DIRECTORS:**

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial director is:

Gottfried Lehman, Uhlandstr. 54-55, D-10719 Berlin, Germany  
Steffi Lehman, Uhlandstr. 54-55, D-10719 Berlin, Germany

## **VII. INCORPORATOR:**

The name and address of the initial incorporator of the Corporation is ANDREAS H. GARDINER, Law Offices of Seemann & Schutt, P.A., 1105 Cape Coral Pkwy. East, Suite C, Cape Coral, FL 33904.

## **VIII. GENERAL PROVISIONS:**

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of

Christine F. Wright