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GERMAN COMMERCIAL CONSULTING

d.b.a.

VIOLA'S PARADISE HOLDING L.C.

Dipl.oec. Viola Bartel

12741 World Plaza Lane-German Commercial Center-Building 84,Suite 3

Fort Myers , FL 33907

Tel. 001 941 540 0713, Fax 001 941 541 9389

• Dipl.oec. Viola Bartel-12741 World Plaza Lane Bldg. 84,Suite 3,Ft.Myers-FL 33907 •

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

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-03/20/00--01093--007
*****78.75 *****78.75

Cape Coral, March 14, 2000

RE: Universal Management Service & Support , Inc.

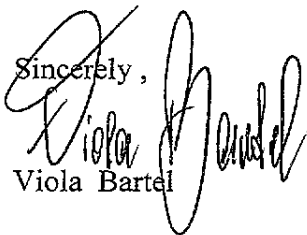
To whom it concern :

Enclosed herewith is an executed original and one copy of the Articles of Organization for the above referenced company , together with our check for \$ 78.75 . Please return a certified photocopy of the Articles with the log-in stamp .

Should you have any questions , please contact me .

Sincerely ,

Viola Bartel



FILED
00 MAR 20 PM 6:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encl.

T BROWN MAR 23 2000

**ARTICLES OF INCORPORATION
OF
Universal Management Service & Support , Inc.**

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00 MAR 20 PM 6:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Viola Bartel, 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 Universal Management Service & Support , 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 TEN THOUSAND (10,000) shares of common stock, at ONE HUNDRED DOLLAR (\$ 100.00) par value per share and FOUR THOUSAND (4,000) shares of common stock, at ONE THOUSAND DOLLAR (\$ 1,000.00) 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 12741 World Plaza Lane, c/o German Commercial Center, Building 84, Suite 3, Fort Myers FL 33907; the registered agent for the Corporation is German Commercial Consulting, L.C., 5109 Del Prado Boulevard, Cape Coral, FL 33904 and the mailing address of the corporation shall be the same .

VI. DIRECTORS:

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

Viola Bartel, 5109 Del Prado Blvd. , Cape Coral , FL 33904.

VII. INCORPORATOR:

The name and address of the initial incorporator of the Corporation until the first meeting is:

Viola Bartel, 5109 Del Prado Boulevard, Cape Coral, FL 33904.

VIII. GENERAL PROVISIONS:

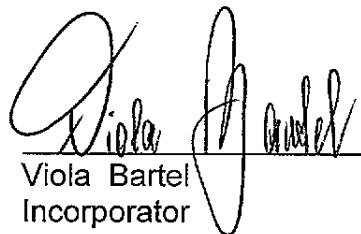
(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(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 incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Cape Coral, Florida, this 9th day of March, 2000.



Viola Bartel
Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this 9th day of March, 2000, before me,
an officer duly qualified to take acknowledgments, personally appeared
Viola Bartel, 5109 Del Prado Boulevard, Cape Coral, FL 33904, who is
personally known to me and who executed the foregoing instrument, and
acknowledged before me that she executed the same.

My Commission Expires: 09/26/2003



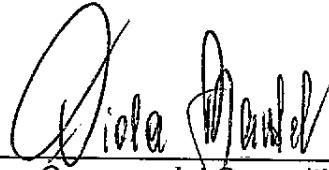
Harald Rohleder
★ My Commission CC874308
★ Expires September 26, 2003

A handwritten signature in black ink, appearing to read "Harald Rohleder", written over a horizontal line.

Notary Public, State of Florida
Commission No.: CC874308

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned Hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.

A handwritten signature in black ink, appearing to read "Viola Bartel", written over a horizontal line.

German Commercial Consulting, L.C.
represented by Viola Bartel, Manager

FILED
00 MAR 20 PM 6:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA