

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000049478

Agir (Florida) Inc

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-05/18/00--01089--023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

<input checked="" type="checkbox"/>	Art of Inc. File	<u>Cert.</u>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
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<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input checked="" type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
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<input type="checkbox"/>	Certificate of Status	
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<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	

FILED  
00 MAY 18 PM 3:50  
RECEIVED  
00 MAY 18 PM 1:32  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature

Requested by: CM 5/18 12:05  
Name Date Time

Walk-In Will Pick Up

SMITH MAY 18 2000

ARTICLES OF INCORPORATION  
OF  
AGIR (FLORIDA) INC.

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be AGIR (FLORIDA) INC. The mailing address of the corporation is c/o Traute Gentry, American European Realty, Inc., 205 North Collier Boulevard, Marco Island, Florida 34145.

ARTICLE II

DURATION

The corporation shall commence May 18, 2000, and shall have perpetual existence thereafter.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV

CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

FILED  
00 MAY 18 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Traute Gentry	c/o American European Realty, Inc. 205 North Collier Blvd. Marco Island, Florida 34145

ARTICLE VI

DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

Gustav Langer	c/o American European Realty, Inc. 205 North Collier Boulevard Marco Island, Florida 34145
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ARTICLE VII

PREEMPTIVE RIGHTS.

The corporation elects to have preemptive rights, and every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done

without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII

BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX

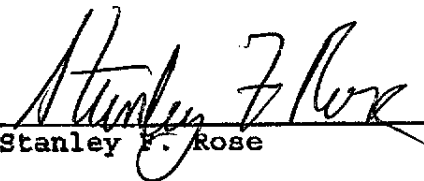
INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

Stanley F. Rose

2110 Imperial G.C. Blvd.  
Naples, Florida 34110

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 18th day of May, 2000.

  
Stanley F. Rose

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## ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By:

Traute Gentry AG

Registered Agent

Traute Gentry

FILED  
00 MAY 18 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA