

P010000019221



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 032411 7137371

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
2001 FEB 21 PM 1:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : February 21, 2001

ORDER TIME : 10:27 AM

ORDER NO. : 032411-005

CUSTOMER NO: 7137371

000003745250--5
-02/21/01--01056--002
*****70.00 *****70.00

CUSTOMER: A. Bert Risdon, President
Risdon & Company, Inc.

Suite 12
1310 West Colonial Drive
Orlando, FL 32804

DOMESTIC FILING

NAME: WACHSMUTH ENTERPRISES, INC.

RECEIVED
DEPT. OF STATE
DIVISION OF CORPORATIONS
2001 FEB 21 11:30
TALLAHASSEE FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

g a p i / o i

ARTICLES OF INCORPORATION
OF
WACHSMUTH ENTERPRISES, INC.

FILED
2001 FEB 21 P.
SECRETARY OF
TALLAHASSEE F

We, the undersigned, desiring to form a corporation for profit under the General Corporation Law of Florida, do hereby certify:

ARTICLE I

The name of the Corporation shall be: Wachsmuth Enterprises, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purposes for which said Corporation is formed are:

- (a) To conduct and carry on the business of sales of food & beverage.
- (b) In general, to enter into, promote or carry on any lawful business whatsoever calculated directly or indirectly to promote the business and general welfare of the Corporation or to enhance the value of it's properties, and to have and exercise all rights, powers and privileges which are or hereinafter be conferred upon corporations for profit organized under the General Corporation Law of the State of Florida.

The objectives and purposes specified in the foregoing clauses of Article III shall be construed both as objects and powers, and each specified purpose shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inferences from the terms of any other clause or paragraph of these Articles of Incorporation. The foregoing enumeration of specified powers shall not be held to limit or restrict the powers of the Corporation and are in furtherance of and addition to the general powers conferred by the statutes of the State of Florida.

The Corporation reserves the right at any time and from time to time to change it's purposes in any manner now or hereafter permitted by statute. Any change of the purposes of the Corporation, whether substantial or not, authorized or approved by the holders of shares entitled to exercise that portion of the voting power of the Corporation now or hereafter required for such authorization or approval, shall be binding and conclusive upon every shareholder of the Corporation as fully as if such shareholder had voted therefore; and no shareholder, notwithstanding that he may voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his shares.

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ARTICLE IV

The number of shares of capital stock of all classes which the Corporation is authorized to have outstanding is 100 all of which shall be Common Stock with a par value of \$1.00 per share.

ARTICLE V

The amount of stated capital with which the Corporation will begin business is \$500.00.

ARTICLE VI C

The street address of the initial registered office of this Corporation shall be 1335 Howell Branch Rd., Winter Park, Florida, and the name of the initial registered agent at this address is Mr. Eckhard Wachsmuth.

ARTICLE VII

The Corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the bylaws of the Corporation, but shall never be less than one

(1) . The name and address of the initial director of this Corporation is:

Mr. Eckhard Wachsmuth
1377 Hyde Park Drive
Winter Park, Florida 32792

ARTICLE VIII

The principal office and mailing address of the Corporation is:

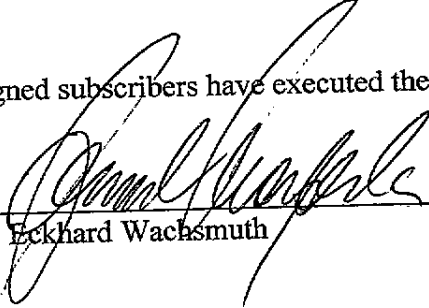
1335 Howell Branch Rd.
Winter Park, Florida 32789

ARTICLE IX

The name and address of the incorporator signing the Articles of Incorporation is:

Mr. Eckhard Wachsmuth
1377 Hyde Park Drive
Winter Park, Florida 32792

IN WITNESS HEREOF, the undersigned subscribers have executed these Articles of Incorporation the 19th of February, 2001.


Eckhard Wachsmuth

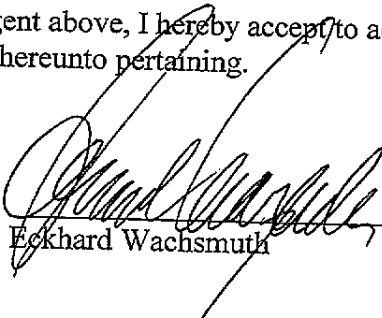
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ACCEPTANCE BY REGISTERED AGENT

Having been named a Registered Agent above, I hereby accept to act in that capacity, and I agree to comply with the Florida Statutes thereunto pertaining.


Eckhard Wachsmuth