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ATTORNEYS AT LAW

Firm Established 1924

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JOHN F. STEWART +
CRAIG R. HERSCH**
D. HUGH KINSEY, JR.

OF COUNSEL
JOHN W. SHEPPARD*

- * BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
- CERTIFIED PUBLIC ACCOUNTANT (FL)
- + ALSO ADMITTED IN IOWA

SOUTH LEE COUNTY OFFICE:
16521 SAN CARLOS BLVD. #104-D
FORT MYERS, FLORIDA 33908
(941) 489-1277 PHONE

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kinsey@sbslaw.com

JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

600006226096--7
-07/05/02--01061--005
*****78.75 *****78.75

Re: VON AHN ASSOCIATES, INC.

Dear Sirs:

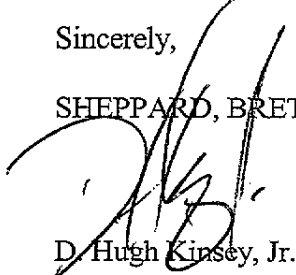
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.
Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely,

SHEPPARD, BRETT, STEWART, HERSCH, & KINSEY, P.A.


D. Hugh Kinsey, Jr.

DHK:dlb
Enclosures
KS-4875

FILED
02 JUL -5 AM 9:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5

D. WHITE JUL - 8 2002

ARTICLES OF INCORPORATION

OF

VON AHN ASSOCIATES, INC.

FILED

02 JUL -5 AM 9:23

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, MARGARET I. LURIE, SANDRA STEVENS-ANDRYS, ANN STEVENS and KAREN CRAWFORD, hereby execute this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is VON AHN ASSOCIATES, INC..

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 2000 Main Street, Suite 401, Fort Myers, Florida 33901, and the name of the initial registered agent of this Corporation at that address is: MARGARET I. LURIE.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than four (4) or more than seven (7).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ANN STEVENS	President	5621 Natoma Drive Fort Myers, Florida 33919
MARGARET I. LURIE	Vice President	7916 Summer Lake Court Fort Myers, Florida 33907
SANDRA STEVENS-ANDRYS	Secretary	23031 Tuckahoe Road Alva, Florida 33920
KAREN CRAWFORD	Treasurer	2000 Main Street Suite 401 Fort Myers, Florida 33901

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

NAME OF SUBSCRIBER

ADDRESS

MARGARET I. LURIE

7916 Summer Lake Court
Fort Myers, Florida 33907

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

1st day of July, 2002.


Margaret I. Lurie, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 1st day of July, 2002, by MARGARET I. LURIE, () who is personally known to me or (x) who produced Florida Driver Licence as identification.

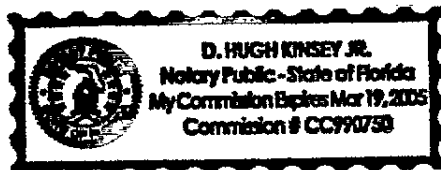

Notary Public

Printed Name of Notary: D. Hugh Kinsey, Jr.

(SEAL)

Comm. Exp. Date:

Comm. Number:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT VON AHN ASSOCIATES, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS
IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED
MARGARET I. LURIE, LOCATED AT 2000 MAIN STREET, SUITE 401, FORT MYERS, FLORIDA
33901 (Street Address and Number of Building -- Post Office Box Addresses Are Not Acceptable),
FORT MYERS, LEE COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

VON AHN ASSOCIATES, INC.

(MIL)
Signature: *Margaret I. Lurie*
(Corporate Officer)

Title: Vice President

Date: 7/1/02

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02 JUL -5 AM 9:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

(MIL)
Signature: *Margaret I. Lurie*
Resident Agent

Date: 7/1/02