

Robert C. Adamski

Attorney and Counselor at Law

Admitted to Practice by The Florida Bar and before The Supreme Court of the United States of America

CAPE CORAL - MAIN OFFICE
FIRST NATIONAL BANK HEADQUARTERS SUITE 200
2724 SOUTH DEL PINO DRIVE
CAPE CORAL FLORIDA 33904
FAX (813) 722-5700
TELEPHONE (813) 722-0000

SOUTH FORT MYERS OFFICE
THE REMBRANCE CENTER SUITE 200
HORN COLLEGE PARKWAY
FORT MYERS FLORIDA 33906
TELEPHONE (813) 482-7570

PLEASE REPLY TO CAPE CORAL OFFICE

January 3, 1995

Secretary of State
Division of Corporations
The Capital Room 2002
Tallahassee, Florida 32314

Re: Monian (USA), Inc.

Dear Sir/Madam:

Enclosed herewith are the Articles of Incorporation along with my check in the amount of \$70.00 for the above referenced corporation. Please file the above mentioned document accordingly.

Thank you in advance for your courtesy and cooperation.

Very truly yours,

Angela J. Zechmann
Angela J. Zechmann, Secretary
to Robert C. Adamski

/ajz

Enclosures as stated.

JAN 11 1995

BSB

FILED
JAN 11 1995
2:16 PM '95

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**ARTICLES OF INCORPORATION
OF
MENIAN (USA), INC.**

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95 JAN -9 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 007, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: MENIAN (USA), INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business is: 125 SE 40th Street, Cape Coral, FL 33904.

ARTICLE III: DURATION

The corporation shall begin business upon filing these Articles of Incorporation. The corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE IV: PURPOSE

The corporation may engage in any lawful activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE V: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is TEN THOUSAND shares of common stock. Such shares shall have a par value of ONE DOLLAR per share.

ARTICLE VI: SUBSCRIBERS

The name, post office address and shares of the Incorporator and the subscriber to these Articles of Incorporation is:

MARGRET BUEDENBENDER
125 SE 40th Street
Cape Coral, FL 33904

500 Shares

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have an Initial Board of Directors and such Board may be increased in accordance with the Bylaws, but shall never be less than ONE. The Board shall designate and elect the Officers of the corporation and perform other duties and responsibilities as authorized and provided by law. The name and address of each initial Director of the Corporation is as follows:

MARGRET BUEDENBENDER
126 SE 40th Street
Cape Coral, FL 33904

JOERG H. GUTSCHNER
4700 Santa Barbara Blvd.
Apt. C-3
Cape Coral, FL 33914

ARTICLE VIII: REGISTERED AGENT

The street address of the Initial Registered Office of the corporation is: 126 SE 40th Street, Cape Coral, FL 33904. The name of the Initial Registered Agent at that address is: MARGRET BUEDENBENDER.

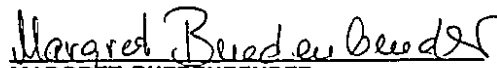
ARTICLE IX: PREEMPTIVE RIGHTS

Each shareholder, upon the sale of any stock of the corporation, shall have the right to purchase his pro rata share thereof at the same price as is offered to others.

ARTICLE X: POWERS AND AMENDMENT

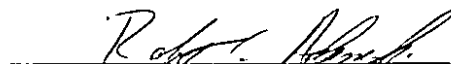
The Officers, Directors and Shareholders of the corporation shall possess and enjoy all powers allowed by the law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator and initial subscriber(s) to the capital stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying the facts hereinabove to be true, and further agree to take the number of stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, all being done this 30 day of DECEMBER, 1994, A.D.


MARGRET BUEDENBENDER

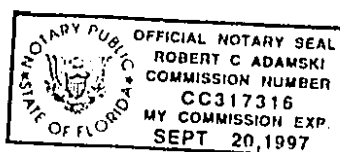
ACKNOWLEDGEMENT BY NOTARY PUBLIC
STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 30 day of DECEMBER, 1994, by MARGRET BUEDENBENDER, who is personally known to me or who has produced as identification and who did (did not) take an oath.


Notary Public

My Commission Expires:

ROBERT C. ADAMSKI



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, Section 48.091, having been named to act as Registered Agent of the corporation known as MENIAN (USA), INC., does hereby accept the appointment as Registered Agent of said corporation.

DATED this 30 day of DECEMBER, 1994, A.D.

Margaret Buedenbender
MARGRET BUEDENBENDER
Registered Agent

This instrument prepared by:
ROBERT C. ADAMSKI, ESQUIRE
2724 Del Prado Boulevard
Suite 201
Cape Coral, Florida 33904
(813) 772-9986

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FILED
95 JAN -9 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA