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AMATO, ANDERSON, NICKEL, & WEBER, P.A.

LOUIB X, AMATO, P.A.
A. ERIG ANDERSON, P.A.
GUDRUN MARIA NIGKEL, P.A.
PATRICK C. WEBER, P.A.
J. DARY BHIRK
DAVID P. WHITING

ROBERT M. ARLEN, OF COUNBEL BOYNTON BEACH, FLORIDA (*)

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NAPLES OFFICE
BUITE 200
380 FIFTH AVENUE BOUTH
NAPLES, PLORIDA 33840
[813] 268-7748
FAX (813) 262-7144

PLEASE REPLY TO:

EDRT MYERB OFFICE
THE TERRACES
BESCHOOLEGE PARKWAY
FORT MYERB, FLORIDA 339 19-4873
(813) 433-4840
FAX (813) 433-4898

CAPE CORAL OFFICE
BUITE 208
BUTE 208
BOD S.E. 47TH TERRACE
CAPE CORAL, FLORIDA 33804-9000
(\$13) 549-3141
FAX (813) 549-0307

January 3, 1995

Secretary of State Division of Corporations Florida Department of State P.O. Box 6327 Tallahassee, Florida 32314 400001376444 -01/11/95--01090--009 *****70.00 *****70.00

RE: GERMAN CONSULTING OF SOUTHWEST FLORIDA, LTD. INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely

AMATO, ANDERSON, NICKEL & WEBER

Gudrun M. Nickel

GMN/lrb

Enclosure

AUTIMOTORIO DE LA LA COMPETE A del Para LA TELLA DOCENSIA PER LA T

ARTICLES OF INCORPORATION OF

GERMAN CONSULTING OF SOUTHWEST PLORIDA, LTD. INC.

The undersigned hereby adopt the following Articles of incorporation for the purpose of ferming a corporation under the laws of the State of Florida:

ARTICLE I - Namo

The name of the corporation is GERMAN CONSULTING OF SOUTHWEST FLORIDA, LTD. INCTHE principal place of business of the corporation is c/o Euro-American Consulting, Inc., 3401 Tamiami Trail North, Suite 207, Naples, Florida 33940. The mailing address of the corporation is 3401 Tamiami Trail North, Suite 207 Naples, Florida <u> 3.1963</u> .

ARTICLE II - Commoncement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the Subchapter S and IRC 1244 elections.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be two (2) initial directors as follows:

RAINER DAGGE

Sommerbergweg 5 D-44267 Dortmund, Germany BIRGITT DAGGE

Sommerbergweg 5 D-44267 Dortmund, Germany

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

RAINER DAGGE BIRGITT DAGGE

- President/Treasurer

- Vice President/Secretary

ARTICLE 1X - Indomnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.177, et seq., at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

Gudrun M. Nickel, P.A.

350 Fifth Avenue South, #200 Naples, Florida 33940

ARTICLE XIV - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 350 Fifth Avenue South, #200, Naples, Florida 33940, and the name of the initial registered agent of the corporation at that address is GUDRUN M. NICKEL, P.A..

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 380 day of January, GUDRUN/MARTA NICKELA BAA. GUDRUN M. MICKML, /Prosident STATE OF FLORIDA COUNTY OF COLLIER The foregoing instrument was subscribed to before me this day of January, 1995, by GUDRUN M. NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (or who produced as identification), who stated under cath that she is the person described in and who executed said instrument for the purposes therein expressed. My Commission Expires: MAY 2, 1997 LINDA R. BRAND Type or Print Notary Name Notary Stamp/Seal Notary Number: CC 282129 LINDA R. BRAND MY COMMISSION # CC 282129 EXPIRES: May 2, 1997 Bonded Tiru Notary Public Underwriters I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

GUDRUN MARIA NICKEL, P.A.

GUDRUN M, NICKEL, President

GERMAN CONSULTING OF SOUTHWEST FLORIDA LTD. INC.



WIR SCHAFFEN KONTAKTE ZU DEUTSCHSPRECHENDEN PARTNERN IN FLORIDA

Department of State 300, Amend Profit Corporation

Return address

Rainer Dagge 21040 Oxbow Bend Estero 33928 Florida

Tel. 941 495 7969

300002166203----05/05/97--01117--004 *****35.00 *****35.00

¥:.....

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

yerma	n Consult	ing of	Southwest	Morida	Ltol	Inc	
J		<i>J</i> 0					
(present name)							

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the \pm following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Gunny Island Service Corporation Inc.

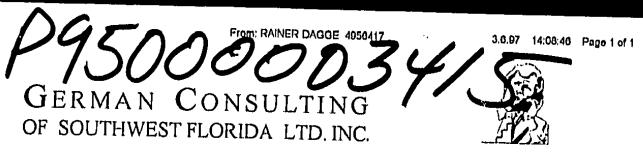
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: 01 April 97				
FOURTI	1: Adoption of Amendment(s) (CHECK ONE)				
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.				
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):				
	"The number of votes cast for the amendment(s) was/were sufficient for approval by				
¢	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.				
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.				
Signed this 18 day of 1911 19 97.					
orginator c	(By the Chairman of Vice Chairman of the Hoard of Directors, President or other officer if adopted by the shareholders)				
OR					
(By a director if adopted by the directors)					
OR					
	(By an incorporator if adopted by the incorporators)				
	Rainer Dagge				
Typed or printed name					
President					
	Title				

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WIR SCHAFFEN KONTAKTE ZU DEUTSCHSPRECHENDEN PARTNERN IN FLORIDA

Attention: Thelma Re: Adress change

Dear Thelma,

as you discused today on the phone with Mrs Küppers, i would like to change the adress for the Sunny Island Service Corporation Inc, former German Consulting of Southwest Florida LTD Inc,

The old adress was 21040 Oxbow Bend Estero 33928, Florida.

The new adress is

Sunny Island Service Corporation Inc. 8951 Bonita Beach Rd. 525-252 Bonita Springs FL 34135

Could you please confirm the change by fax 941 495 6417

Thank you very much

06-03-97

Vice President

ARA JUN 3 1997