

1-95 0000 14858

LAW OFFICES OF  
ERNEST A. SEEMANN, Esq.

4729 Del Prado Boulevard  
Cape Coral, Florida 33904  
Tel.: (813) 540-7007; Telefax (813) 540-2154

January 6, 1995

Florida Department of State  
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900001408309  
-02/16/95--01099--016  
\*\*\*\*122.50 \*\*\*\*122.50


RE: Stratford Corporation

Gentlemen:

Enclosed herewith is an executed original and one photocopy of the Articles of Incorporation for the above referenced corporation, together with our check for \$ 122.50. Please return the photocopy of the Articles of Incorporation with the log-in stamp to the undersigned via Federal Express. I have enclosed a prepaid Federal Express label.

Should you have any questions, please contact me.

Yours sincerely,

  
Ernest A. Seemann

Encls.

Ernest Seemann GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT K/A  
DATE 2/23  
DOC. EXAM. DFC

WP5-3779  
789,502, 671  
276-2

FILED  
95 FEB 24 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

STRATFORD OF LEE COUNTY, INC.

FILED

95 FEB 22 PM 12:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, JUERGEN KOINECKE, files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I.

NAME:

The name of this Corporation shall be:

STRATFORD OF LEE COUNTY, INC.

II.

BUSINESS:

The general nature of the business and business to be transacted are as follows: To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

**SHARES:**

#### IV.

The corporation shall have perpetual existence.

**PRINCIPAL OFFICE AND REGISTERED AGENT:**

VI.

The Corporation shall have not less than two Directors, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial directors are:

Lilo Koinecke, Fasanenweg 2, D-5488 Holm, Germany

**INCORPORATOR:**

2

## VIII.

### GENERAL PROVISIONS:

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

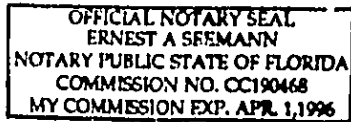
SUBSCRIBED at Cape Coral, Florida, this 6th day January, 1995.


  
\_\_\_\_\_  
Juergen Koinecke  
Incorporator

STATE OF FLORIDA       )  
COUNTY OF LEE        )

I HEREBY CERTIFY that on this 6th day of January, 1995 before me, an officer duly qualified to take acknowledgments, appeared JUERGEN KOINECKE who personally known to me, and who executed the foregoing instrument, acknowledged before me that he executed the same, and who did not take an oath.

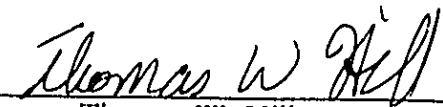
My Commission Expires:  
April 1, 1996



  
Ernest A. Seemann  
Notary Public, State of Florida  
Commission No.: CC190468

#### ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.

  
Thomas W. Hill

FILED  
95 FEB 22 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P950000/4858

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

STRATFORD OF LEE COUNTY, INC., A Florida corporation, P95000014858

INTO

**SVENJA CORPORATION**, a Florida corporation, P94000030656.

File date: August 15, 1996 , effective September 30, 1996

Corporate Specialist: Darlene Connell