

LAW OFFICES OF
ERNEST A. SEEMANN, Esq.

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

FILED

95 MAR -6 AM 10:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 3, 1995

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

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-03/06/95--01002--0015
***122.50 ***122.50

RE: SCHMIDT & PARTNER USA, INC.

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 using the enclosed self-addressed, stamped envelope.

Should you have any questions, please contact me.

Yours sincerely,



Ernest A. Seemann

MAR 8 1995

BSE

Encls.

**ARTICLES OF INCORPORATION
OF
SCHMIDT & PARTNER USA, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, ERNEST A. SEEMANN, 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:
SCHMIDT & PARTNER USA, 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.

III. SHARES:

The authorized capital stock of this Corporation shall consist of 10 shares of common stock, at \$1,000.00 par value per share.

IV. EXISTENCE:

The corporation shall have perpetual existence.

V. PRINCIPAL OFFICE AND REGISTERED AGENT:

The street address of the Corporation's initial principal office is 3111 University Drive, Coral Springs, Florida 33065; the registered agent for the Corporation is Ernest A. Seemann, Esq., located at 4729 Del Prado Boulevard, Cape Coral, FL 33904.

VI. DIRECTORS:

The Corporation shall have not less than one Director, 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 director is:

Elard Schmidt, 3111 University Drive, Coral Springs, FL 33065

VII. INCORPORATOR:

The name and address of the initial incorporator of the Corporation is as follows: Ernest A. Seemann, 4729 Del Prado Boulevard, Cape Coral, FL 33904.

VIII. GENERAL PROVISIONS:

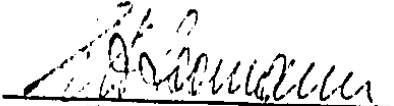
(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(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.

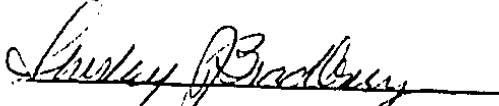
WITNESSED at Cape Coral, Florida, this 3rd day of March, 1995.


Ernest A. Seemann
Incorporator

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this 3rd day of March, 1995, before me, an officer duly qualified to take acknowledgments, personally appeared ERNEST A. SEEMANN, Esq., Florida Driver's License No. S550-201-29-378-0 who executed the foregoing instrument, acknowledged before me that he executed the same, and who did not take an oath.

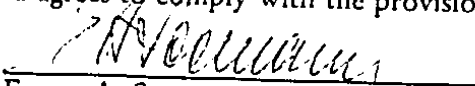
My Commission Expires:


Notary Public, State of Florida
Commission No.: SHIRLEY J. BRADBURY

ACKNOWLEDGEMENT

Notary Public, State of Florida at Large
My Commission Expires March 23, 1995

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.


Ernest A. Seemann