

**P95000033973**

S-01-95

**P.B.R.**

Requestor's Name

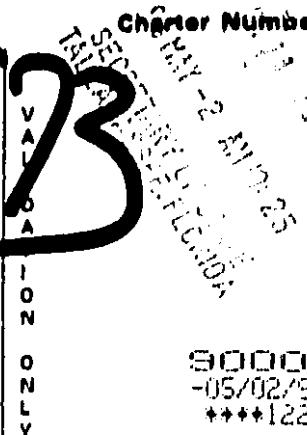
Address

City

State

ZIP

Phone



9000001470689  
-05/02/95--01078--015  
\*\*\*\*122.50 \*\*\*\*122.50

**CORPORATION(S) NAME**

**Building & Investment, Inc**



Toll Free: 1-800-432-3028

- |  |  |   |
|--|--|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment       | <input type="checkbox"/> Merger                     |
| <input type="checkbox"/> NonProfit                 |  |   |
| <input type="checkbox"/> Foreign                   | <input type="checkbox"/> Dissolution     | <input type="checkbox"/> Mark                       |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Annual Report   | <input type="checkbox"/> Other                      |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Reservation     | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies    | <input type="checkbox"/> Certificate Under Seal     |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30                 |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait       | <input type="checkbox"/> Pick Up                    |
|  |  | <input type="checkbox"/> Mail Out                   |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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*5/6/95*  
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ARTICLES OF INCORPORATION  
OF  
BUILDING & INVESTMENT, INC.

SECRET  
TALLAHASSEE  
FLORIDA  
1962

THE UNDERSIGNED, acting as Incorporator of corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this Corporation is:

BUILDING & INVESTMENT, INC.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose(s) for which this corporation is organized is any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Said corporation may acquire by purchase, exchange, gift, bequest and subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal with its own corporate securities or stock or other securities, including without limitation, any shares, stocks, bonds, debentures, A.B.C., notes, convertible, cumulative, documents representing rights and interests, franchises and preemptive rights created or issued by it, and any right, power, association or incorporation, or any franchise or right, subdivision, lease, claim or other right, title or interest, or make payment of the same, or any part thereof, or to receive or exchange therefore, its own securities, and to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges

In respect thereof,

A. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons may, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

B. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

#### ARTICLE IV - STOCK

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of Class A common voting stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be subject to the following restrictions: if, at any time, the stockholders shall have all unexercised options, warrants or rights to subscribe for or purchase additional shares of stock, either at the present or future price or prices, then the total capital of the corporation at any particular time, to the extent of the par value of such shares, and the amount of any unexpended capital, shall be

#### ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a

majority of the stock issued and outstanding, at a Shareholders' meeting called for that purpose,

#### **ARTICLE VI - SHAREHOLDER RIGHTS**

Shareholders of the corporation shall have preemptive rights to acquire their proportionate share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporation shares or property through merger or the extinguishment of debts. Preemptive rights shall also apply to the issuance of all undeemed or otherwise acquired shares, including the reissuance of transfers thereof.

This Article containing, so far as may be right, may not be amended or deleted without the unanimous vote of the shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the shareholders of the corporation.

SETTLEMENT - INITIAL OFFICE AND AGENT

The ultimate address of the accusations principal  
was the following: A. The author of the letter, who was  
not identified, was accused of being a member of the  
Communist Party, and of having been a member of  
the Communist Party since 1945. Another charge was  
that he had been a member of the Chinese People's  
Liberation Army.

The first and second authors are grateful to the National Research Council of Canada for financial support of this work. The authors also thank Dr. G. R. Hinde and Mr. J. C. D. Sturzaker for their help in the preparation of the manuscript.

Name	Address
Victor Pachler	1800 S. Australian Avenue Suite 205 West Palm Beach, FL 33409

#### ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

Name	Address
Jeffrey A. Paine	1800 S. Australian Avenue Suite #205 West Palm Beach, FL 33409

#### ARTICLE X - COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are Directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Comments - Interested Directors make no counter, by determining the pre-emptive right to nominate at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

#### ARTICLE XI - BY-LAW

The By-Laws of the Corporation shall be those laws adopted by the Board of Directors and subsequently changed or repealed by the affirmative vote of a majority of the

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

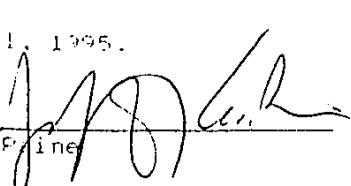
The following is submitted pursuant to Section 48.091(1) and Section 602.014, Florida Statutes:

BUILDING 3 INVESTMENT, INC., desiring to organize under the laws of the State of Florida, has named Jeffrey A. Paine, 1800 S. Australian Ave., suite #205, West Palm Beach, Florida 33409, as its initial registered agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the above-stated office within this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to post therein a sign designating the name of the corporation and the name of its registered agent.

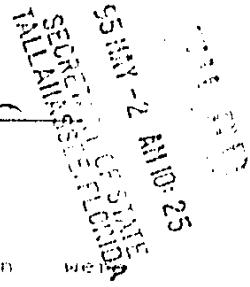
Dated this 27<sup>th</sup> day of April, 1995.

  
\_\_\_\_\_  
Jeffrey A. Paine

shareholders at any meeting thereof.

Dated this 27<sup>th</sup> day of April, 1995.

Jeffrey A. Paine



STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Article of Incorporation was  
acknowledged before me this 27<sup>th</sup> day of April, 1995, by  
Jeffrey A. Paine.

My Commission Expired:

Lynn K Brown

(Notary Seal)

NOTARY PUBLIC

State of Florida at Large



LAW OFFICES OF

Jeffrey A. Paine P.A.

1000 AUSTRALIAN AVENUE SOUTH • SUITE 205  
WEST PALM BEACH, FLORIDA 33409

JEFFREY A. PAYNE (1)  
STEVEN SLOANE NEWBURNH, P.A.  
GERALD S. SUBMAN, L.L.M.\* (2)  
ED ZUGANIO, Jr.\*

**TELEPHONE (407) 607-0027  
FAX (407) 607-0030**

**Boca Office:**  
1200 Federal Highway  
Suite 200  
Boca Raton, Florida 33432

TELEPHONE  
307) 308-2040  
FAX  
140 302-4376

May 11, 1995

Secretary of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, FL 32301

400001488664  
-05/16/95--01085--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Building & Investment, Inc.

Dear Sir:

Enclosed please find the original and one (1) copy of Articles of Amendment to the Articles of Incorporation of Building & Investment, Inc. I have also enclosed our check in the amount of \$87.50 representing \$35.00 for filing fees and \$52.50 for a certified copy of the Amendment.

Should you have any questions, please do not hesitate to contact  
the undersigned.

Sincerely yours,

*Susan M. Iorio*  
Susan M. Iorio  
Certified Legal Assistant

**FILED**  
35 JUN -5 PM 1:12  
SELECTIVE SERVICE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
BUILDING & INVESTMENT, INC.

95 JUN -5 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, on May 4, 1995 the incorporator of Building & Investment, Inc., a Florida corporation (the "Corporation") no shares of which have yet been issued, adopted the following resolutions by action without a meeting:

**RESOLVED:** That the par value of shares of the Corporation's common stock should be reduced to \$0.01 per share.

**RESOLVED:** That the grant of preemptive rights should be withdrawn.

**RESOLVED:** That the sole Director of the Board of Directors should be Wolfgang Aniol.

NOW THEREFORE, in accordance with the foregoing resolutions:

1. The first sentence of Article IV of the Corporation's Articles of Incorporation is deleted in its entirety and is amended to read as follows:

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares of common stock, \$0.01 par value per share.

2. Article VI of the Corporation's Articles of Incorporation is deleted in its entirety.

3. Article VIII of the Corporation's Articles of Incorporation is amended such that the name Victor Pachler is replaced by the name Wolfgang Aniol.

IN WITNESS WHEREOF the incorporator of the Corporation has adopted and submitted this instrument this 4th day of May, 1995.

Jeffrey A. Paine, Esq.  
Incorporator

P95000033973

**MIRKIN & WOOLF, P.A.**

Attorneys at Law

May 28, 1997

SouthTrust Center • Suite 580  
1700 Palm Beach Lakes Blvd.  
West Palm Beach, Florida 33401  
phone 561-687-4460  
fax 561-687-3447  
e-mail: [bizlaw@mirkinwoolf.com](mailto:bizlaw@mirkinwoolf.com)

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

200002198362--0  
-06/02/97--01140--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**Re: Building & Investment, Inc.**

Ladies and Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Amendment to the Articles of Incorporation of the above-referenced Florida corporation.

Also enclosed please find a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

**MIRKIN & WOOLF, P.A.**

*C. Frankiewicz*  
Casaundra M. Frankiewicz  
Legal Assistant

cc: Wolfgang H. Aniol

97 JUN -2 PH ID: 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

Amend.

**FILED**

97 JN -2 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
BUILDING & INVESTMENT, INC.**

Pursuant to the provisions of the Florida Statutes, on April 30, 1997 all of the directors and the sole shareholder of Building & Investment, Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

- RESOLVED:** That the authorized capital of the Corporation should be changed to 1,000,000 shares of common stock, \$0.01 par value per share, 800,000 shares of which shall be designated as non-voting common stock and 200,000 shares of which shall be designated as voting common stock.
- RESOLVED:** That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolutions.
- RESOLVED:** That the President of the Corporation is authorized to take any and all action necessary in order to reflect the change in the authorized capital of the Corporation.

NOW THEREFORE, in accordance with the foregoing resolutions, Article IV of the Corporation's Articles of Incorporation is amended to read as follows:

**ARTICLE IV. CAPITAL STOCK**

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock, one cent (\$0.01) par value, of which two hundred thousand (200,000) shares shall comprise a class designated "voting common stock" and eight hundred thousand (800,000) shares shall comprise a class designated "non-voting common stock".

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 30th day of April, 1997.

  
Wolfgang H. Aniol, President