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PLEASE REPLY TO:

April 27, 1995

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

RE: KURARE, 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

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Huda Bland Gudrun M. Nickel

GMN/lrb

Enclosure

ARTICLES OF INCORPORATION

OF

KURARE, INC.

The undersigned hereby adopt the following Articles of Incorporation for the purpose Color in a corporation under the laws of the State of Florida:

of forming a corporation under the laws of the State of Florida:

### ARTICLE I - Name

The name of the corporation is KURARE, INC. The principal place of business of the corporation is c/o Euro-American Consulting, Inc., 3401 Tamiami Trail North, Naples, Suite 207, Naples, Florida 33940. The mailing address of the corporation is c/o Euro-American Consulting, 3401 Tamiami Trail North, Suite 207, Naples, Florida 33940. Clausen,

#### ARTICLE II - Commencement 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 east 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:

KLAUS-JOACHIM BEUTNER

c/o Euro-American Consulting

3401 Tamiami Trail North, Suite 207

Naples, Florida 33940

GABRIELE REGA

Samo

#### **ARTICLE VIII - Officers**

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

KLAUS-JOACHIM BEUTNER - President/Secretary/Treasurer

President/Secretary/Treasurer (above address)

GABRIELE REGA

- Vice President

#### **ARTICLE IX - Indemnification**

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 Maria 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 MARIA NICKEL P.A. IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 271 day of April, 1995. GUDRUN MARIA NICKEL, P.A. GUDRUN'M. NICKEL, President STATE OF FLORIDA COUNTY OF COLLIER The foregoing instrument was subscribed to before me this  $\partial 7^{7/2}$  day of April, 1995, by GUDRUN M. NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (or who produced as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed. My Commission Expires: Notary Stamp/Scal Type or Print Notary Name Notary Number: LINDA R. BRAND MY COMMISSION # CC 282129 EXPIRES: May 2, 1997 Bonded Thru Notary Public Under 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