

**PS5000039044**  
**AMATO, ANDERSON, NICKEL, & WEBER, P.A.**  
ATTORNEYS AT LAW

LOUIS X. AMATO, P.A.  
A. ERIC ANDERSON, P.A.  
GUDRUN MARIA NICKEL, P.A.  
PATRICK G. WEBER, P.A.  
J. GARY SHIRK  
DAVID P. WHITING

ROBERT M. ARLEN, OF COUNSEL  
BOYNTON BEACH, FLORIDA

PLEASE REPLY TO:

NAPLES OFFICE

SUITE 200  
350 FIFTH AVENUE SOUTH  
NAPLES, FLORIDA 33940  
(813) 262-7748  
FAX (813) 262-7144

FORT MYERS OFFICE

THE TERRACES  
8660-120 COLLEGE PARKWAY  
FORT MYERS, FLORIDA 33919-4873  
(813) 433-4240  
FAX (813) 433-4898

CAPE CORAL OFFICE

SUITE 205  
909 S. E. 47TH TERRACE  
CAPE CORAL, FLORIDA 33904-9000  
(813) 549-3141  
FAX (813) 549-0307

April 27, 1995

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

RE: BESICO, 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 for*  
Gudrun M. Nickel

GMN/lrb

Enclosure

789,502,1671  
W/95—9539

FILED  
MAY 17 11:12:39  
TALLAHASSEE, FLORIDA  
B. BROWN MAY 17 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 5, 1995

GUDRUN M. NICKEL, ESQ.  
350 FIFTH AVENUE, SOUTH  
SUITE 200  
NAPLES, FL 33940

SUBJECT: BESICO, INC.  
Ref. Number: W95000009539

We have received your document for BESICO, INC. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 195A00022067

*See attached  
name change*

**ARTICLES OF INCORPORATION  
OF  
GERMAN-BESICO OF SW FLORIDA, INC.**

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

**ARTICLE I - Name**

The name of the corporation is **GERMAN-BESICO OF SW FLORIDA, INC.** The principal place of business of the corporation is 3401 Tamiami Trail North, Suite 207, Naples, Florida 33940. The mailing address of the corporation is 3401 Tamiami Trail North, Suite 207, Naples, Florida 33940.

**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 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:

GABRIELE REGA

c/o Euro-American Consulting  
3401 Tamiami Trail North, Suite 207  
Naples, Florida 33940

KLAUS-JOACHIM BEUTNER Same

#### ARTICLE VIII - Officers

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

GABRIELE REGA - President  
(above address)

KLAUS-JOACHIM BEUTNER - Vice President/Secretary/Treasurer

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

GUDRUN MARIA NICKEL, P.A.

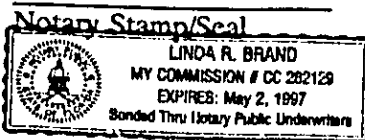
By: [Signature]  
GUDRUN M. NICKEL, President

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 27<sup>th</sup> 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:

Linda R. Brand  
Notary Public



LINDA R. BRAND  
Type or Print Notary Name  
Notary Number: \_\_\_\_\_

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

GUDRUN MARIA NICKEL, P.A.

[Signature]  
Gudrun M. Nickel