

P9500004/928

LAW OFFICES OF
ERNEST A. SEEMANN, Esq.
4729 Del Prado Boulevard
Cape Coral, Florida 33904-9626
Tel.: (813) 540-7007; Telefax (813) 540-2154

Ernest A. Seemann
Elise B. Levin

FILED
MAY 24 1995
FBI - TAMPA

May 23, 1995

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

VIA FEDERAL EXPRESS

RE: DEL RIO REALTY, INC.

Gentlemen:

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

Should you have any questions, please contact me.

Yours sincerely,


Elise B. Levin

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-05/24/95--01070--004
***122.50 ***122.50

Encls.

D. BROWN MAY 30 1995

**ARTICLES OF INCORPORATION
OF
DEL RIO REALTY, INC.**

FILED
25 MAY 24 PM 12:01
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: DEL RIO REALTY, 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 100 shares of common stock, at \$10.00 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 1314 E. Cape Coral Parkway, #312, Cape Coral, Florida 33904; 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 three 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:

Ernst Koehler, 1314 Cape Coral Parkway, #312, Cape Coral, FL 33904
Dr. Thomas von Kapff, Im Rotbad 17, D-72076 Tuebingen, Germany
Dr. Friedemann Ruoff, Im Rotbad 17, D-72076 Tuebingen, Germany

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.

SUBSCRIBED at Cape Coral, Florida, this 23rd day of May, 1995.



Ernest A. Seemann
Incorporator

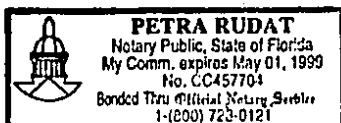
STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that on this 23rd day of May, 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:
May 1, 1999



Petra Rudat
Notary Public, State of Florida
Commission No.: CC457704



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.


Ernest A. Seemann

FILED
2017
MAY 24 PM 12:01
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA

LAW OFFICES OF
ERNEST A. SEEMANN, Esq.
4729 Del Prado Boulevard
Cape Coral, Florida 33904-9626
Tel.: (941) 540-7007; Telefax (941) 540-2154

Ernest A. Seemann
Elmer B. Gonzales

August 28, 1995

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

RE: DEL RIO REALTY, INC.
Document Number: P95000041928

To whom it may concern:

Enclosed herewith is an executed original and one photocopy of the Articles of Amendment for the above referenced company together with our check for \$43.75. Please return the photocopy of the Articles with the log-in stamp and certification page. I have enclosed a prepaid envelope.

Should you have any questions, please contact me.

Very truly yours,

Philo Jones

Elise B. Genzmer

encls.

Ms. Ginzler GAVE

AUTHORIZATION BY PHONE TO

CORRECT

100% EXAM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 30 PM 1:09

Amend
JUL AUG 31 1995

ARTICLES OF AMENDMENT
OF
DEL RIO REALTY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 30 PM 1:09

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the above-named corporation are amended as follows:

1. Article VI. DIRECTORS is amended to read as follows:

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 director is:

Ernst Koehler, 1314 Cape Coral Parkway, #312, Cape Coral, FL 33904

2. The foregoing amendment was adopted by the Incorporator of the Corporation pursuant to Section 607.1005, without action by shareholders, as the Corporation has not yet issued shares.

IN WITNESS WHEREOF, I the undersigned, have executed these Articles of Amendment on August 28, 1995.



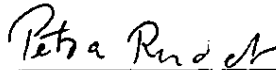
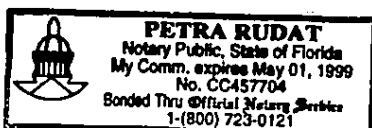
Ernest A. Seemann
Incorporator

STATE OF FLORIDA
COUNTY OF LEE

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I HEREBY CERTIFY that on this 28th day of August, 1995, before me, an officer duly qualified to take acknowledgments, personally appeared Ernest A. Seemann, who is 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:
May 1, 1999



Petra Rudat
Notary Public, State of Florida
Commission No.: CC457704