

June 7, 1995

P95000047700

**CERTIFIED MAIL No. Z 378 602 496
RETURN RECEIPT REQUESTED**

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

Attn: Beth Register
Supervisor

RE: ERDTMANN & PARTNER, INC.

Dear Ms. Register:

Enclosed please find an original and one (1) copy of the Articles of Incorporation, one which I would request that you return to me certified.

Also enclosed is our check in the amount of \$122.50 representing the appropriate filing fees.

Thank you for your kind attention to this matter. Should you have any questions, please feel free to contact this office.

Sincerely yours,

The Law Offices of
MARK R. WEINER

MARK R. WEINER
Attorney at Law

MRW/msw
encl.:

Art. of Inc. (one (1) original and one (1) copy)
Check for \$122.50

*Dmr
6/19/95*

called 6-19-95

*M. Chu gave auth.
to correct the R.A.
address.*

THE LAW OFFICES OF
MARK R. WEINER, P.A.
INTERNATIONAL
IMMIGRATION &
NATIONALITY LAW

100 N. Tampa St.
Suite 3370
Tampa, FL 33602
(813) 229-6400
Fax (813) 229-9334

FILED
JUN 14 11 23
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

OFFICES WORLDWIDE:
Caracas, Venezuela
Curtiba, Brazil
Larnaca, Cyprus
Clearwater, FL USA
Lakeland, FL USA

**ARTICLES OF INCORPORATION
OF
ERDMANN & PARTNER, INC.**

FILED
95.11.16 PM 2:31
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

ERDMANN & PARTNER, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) **The OPERATION OF AN INTERNATIONAL CONSULTING BUSINESS** in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or indirectly to promote the interest of this

corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$50.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders. Stock ownership is as follows:

Lothar Erdtmann
34 Shares

Stefan Erdtmann
33 Shares

Rainer Erdtmann
33 Shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$5,000.00.

ARTICLE SIX

The corporation shall not have directors.

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

101 N. Gordan Avenue
Clearwater, Fl. 34616

ARTICLE EIGHT

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT:

Lothar Erdtmann

80 Rogers St.
Clearwater, Fl. 34616

VICE-PRESIDENT: Stefan Erdtmann
80 Rogers St.
Clearwater, Fl. 34616

SECRETARY, TREASURER: Rainer Erdtmann
Uerdinger Str. 231-47800
Krefeld, Germany

ARTICLE NINE

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Stefan Erdtmann
80 Rogers St.
Clearwater, Fl. 34616

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Stefan Erdtmann
101 N. Garden Ave.
Clearwater, Fl. 34616

ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

FILED

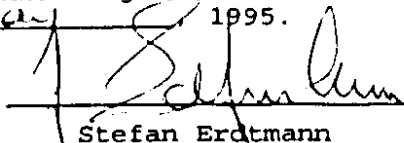
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TALLAHASSEE, FLORIDA

ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 17 day of May, 1995.

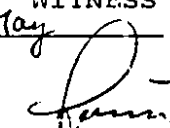

Stefan Erdtmann

80 Rogers St.
Clearwater, Fl. 34616

File No. 751/1995

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the Country of Germany aforesaid to take acknowledgments, personally appeared Stefan Erdtmann to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 17 day of May, 1995.


~~NOTARY PUBLIC~~
~~COMMISSION EXPIRES~~

(Schlichter)
official proxy of notary
Dr. Manfred Lammers with official
residence at Krefeld

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, Stefan Erdtmann, hereby accept designation as Resident Agent on this 17 day of May, 1995.

FILED

95 JUN 14 09:32

Stefan Erdtmann

Stefan Erdtmann

101 N. Garden Ave.

Clearwater, Fl. 34616

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the Country of Germany aforesaid to take acknowledgments, personally appeared Stefan Erdtmann to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 19 day of May 1995.

[Signature]

~~NOTARY PUBLIC~~
~~MY COMMISSION EXPIRES:~~

(Schliker)
official proxy of notary Dr. Manfred
Lammers with official residence at Krefeld

APOSTILLE
(Convention de la Haye du 5 octobre 1961)

1. Land: Bundesrepublik Deutschland

Diese öffentliche Urkunde

2. ist unterschrieben von Notarassessor Dr. Schlieper

3. in seiner Eigenschaft als amtlich bestellter Vertreter des Notars Dr. Lamers

4. sie ist versehen mit dem Siegel des Notars Dr. Lamers

Bestätigt

5. in Krefeld

6. am 23. Mai 1995

7. durch den Präsidenten des Landgerichts

8. unter Nr. 9101 E - 6656 (Nr. 55)

9. Stempel/Siegel:

10. Unterschrift:

.....
I.V. Stompe