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GREGORY S. FLANAGAN, P.A.  
ATTORNEY AT LAW

ONE NORTHEAST FIRST AVENUE  
OCALA, FLORIDA 34470-6632

August 1, 1995

NUMBER ONE PROFESSIONAL CENTRE  
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TELEFAX (804) 732-4184

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

700001551937  
-08/02/95--01054--016  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Andrews Holdings and Development, Inc.

Dear Sir:

Enclosed please find original and two (2) copies of the Articles of Incorporation of Andrews Holdings and Development, Inc. together with our check in the amount of \$122.50 which represents the filing fee for the above-captioned corporation. Please send two (2) copies of the Articles of Incorporation back to my office.

Should you have any questions regarding the enclosed, please do not hesitate to contact me. Thank you.

Sincerely,

GREGORY S. FLANAGAN, P.A.

*Gregory S. Flanagan*  
Gregory S. Flanagan (WB)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG -2 PM 2:26

GSF:whb

Enclosures: Original and two (2) copies of the Articles of Incorporation  
Check in the amount of \$122.50

(c:ltr-andrews)

*Lo 8/4/95*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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## ARTICLES OF INCORPORATION

OF

### ANDREWS HOLDINGS AND DEVELOPMENT, INC.

The undersigned, for the purposes of forming a corporation for profit under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

#### ARTICLE I

##### NAME

The name of the corporation shall be ANDREWS HOLDINGS AND DEVELOPMENT, INC.

#### ARTICLE II

##### COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence shall be effective with the filing of these Articles of Incorporation.

#### ARTICLE III

##### PURPOSE

The general purpose for which the corporation is organized is to engage in any activities or business permitted under the laws of the United States and the State of Florida, as well as to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of capital stock which the corporation is authorized to issue is Eight Hundred (800) shares. Such shares shall be of a single class, common stock, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE V**  
**PRINCIPAL OFFICE/MAILING ADDRESS**

The street address of the initial principal office of the corporation is: 1301 Northeast 14th Street, Ocala, Florida 34470. The mailing address of the corporation shall be the same.

**ARTICLE VI**  
**REGISTERED AGENT/REGISTERED OFFICE**

The name of the corporation's initial Registered Agent is RAINER "RAY" D. FUNK, whose registered office address is: 1301 Northeast 14th Street, Ocala, Florida 34470.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have four (4) directors initially. The number of directors may be either increased (or diminished if hereafter increased) from time to time in accordance with the corporate By-Laws. The names and addresses of the initial directors are:

HANS ARNOLD  
Dottinger Str. 4  
72525 Muensingen  
Germany

HENRIK MUELLER  
Zum Muellerbek Nr. 11  
21218 Seevetal 6  
Germany

GUENTER GOTT  
Eilenau 118  
22089 Hamburg  
Germany

KARL-HEINZ DUNKEL  
Moerikestr. 6  
63500 Seligenstadt  
Germany

#### ARTICLE VIII

#### INCORPORATOR

The name and address of the incorporator is:

RAINER "RAY" D. FUNK  
1301 Northeast 14th Street  
Ocala, Florida 34470

#### ARTICLE IX

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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ACCEPTANCE OF REGISTERED AGENT

I, RAINER "RAY" D. FUNK, accept the office of Registered Agent of ANDREWS HOLDINGS AND DEVELOPMENT, INC. I am located at 1301 Northeast 14th Street, Ocala, Florida 34470, the registered office of this corporation.

  
\_\_\_\_\_  
RAINER "RAY" D. FUNK,  
Registered Agent

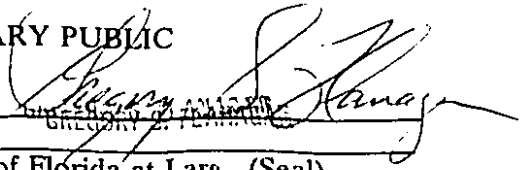
STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me, the undersigned authority, by RAINER "RAY" D. FUNK on the 7 day of August, 1995.



GREGORY S. FLANAGAN  
MY COMMISSION # CC173898 EXPIRES  
February 23, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

NOTARY PUBLIC

Sign:   
Print: GREGORY S. FLANAGAN  
State of Florida at Large (Seal)  
My Commission Expires:

Personally known X or produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_  
(c:art-andrews)

ARTICLE X

PRE-EMPTIVE RIGHTS

The shareholders may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner, proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 1 day of August, 1995.

  
\_\_\_\_\_  
RAINER "RAY" D. FUNK,  
Incorporator

STATE OF FLORIDA  
COUNTY OF MARION

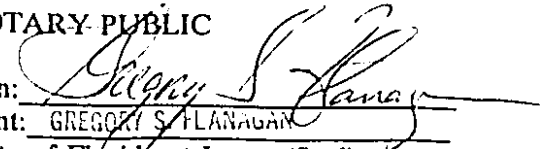
BEFORE ME, the undersigned authority, on this 1 day of August, 1995, personally appeared RAINER "RAY" D. FUNK to me known to be the person described in and who signed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal the day and year first above written.

NOTARY PUBLIC



GREGORY S. FLANAGAN  
MY COMMISSION # CC173838 EXPIRES  
February 23, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

Sign:   
Print: GREGORY S. FLANAGAN  
State of Florida at Large (Seal)  
My Commission Expires:

Personally known X or produced identification \_\_\_\_\_  
Type of identification produced \_\_\_\_\_