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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 671825 80132A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : August 30, 1995

ORDER TIME : 12:03 PM

ORDER NO. : 671825

CUSTOMER NO: 80132A

CUSTOMER: Lawrence Klepetko, Esq
LAWRENCE KLEPETKO, ESQ

Suite 15
46 N. Washington
Sarasota, FL 34236

7000001578827
-08/30/95-01058-019
*****20.00 *****20.00

DOMESTIC FILING

NAME: SCHROEDER GROUP INCORPORATED

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

SAB
8/30/95

FILED
75 7330 PM 3-21

**ARTICLES OF INCORPORATION
OF
SCHROEDER GROUP INCORPORATED**

The undersigned incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be SCHROEDER GROUP INCORPORATED, and its initial postal address and its principal office for the conduct of business are: 46 North Washington Boulevard, Suite 15, Sarasota, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of business to be transacted by this corporation is:

(a) To engage in the business of financing, including (but not necessarily limited to) financial and business consulting, investment banking, merchant banking, financial underwriting, investments of any and every nature, trading securities of any and every type and description, and brokering investments and securities.

(b) To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.

(c) To carry on any and all business as manufacturers, producers, merchants (wholesale and retail), importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy and

sell and otherwise deal in any materials, articles or things required in connection with or incidental to the manufacture, production and dealing in such products.

(d) To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever in any manner whatsoever.

(e) To such extent 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 objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and every thing necessary, suitable, convenient, or proper or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property and, in general, to engage in and carry on any and every lawful business 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 business 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.

(f) The foregoing paragraphs 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 expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III

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

ARTICLE IV

The maximum number of shares of stock which this corporation is authorized to issue and to have outstanding at any one time is seven hundred fifty (750) shares of common stock at Ten Dollars (\$10.00) par value per share. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the Directors at a meeting duly convened and held.

ARTICLE V

The name and address of the person signing these Articles as incorporator are: Frank A. Klepetko, 46 North Washington Boulevard, Suite 15, Sarasota, Florida.

ARTICLE VI

The street address of the initial registered office of this corporation and the name of its initial registered agent at such address are as follows:

Registered Agent: Lawrence Klepetko

Registered Office: 46 North Washington Boulevard
Suite 15
Sarasota, Florida

ARTICLE VII

The business of the corporation shall be conducted, carried on and managed by and through a Board of Directors composed

of one (1) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law. The initial Board of Directors of this corporation shall consist of one (1) member.

The name and address of the initial director of this corporation who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation or until successors are elected and have been qualified are as follows:

<u>Name</u>	<u>Address</u>
Frank A. Klepetko	46 North Washington Boulevard, Suite 15 Sarasota, Florida

ARTICLE VIII

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or other corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or other corporation in which he may in anywise be interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon shareholders are granted subject to this reservation.

WITNESS my hand and seal this 3rd day of August, 1995.

Frank A. Klepetko
Frank A. Klepetko

STATE OF New York
COUNTY OF New York

I hereby certify that on this day before me, a notary public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Frank A. Klepetko, to me known to be the person described as incorporator to the foregoing Articles of Incorporation and who executed the same and acknowledged before me that he subscribed to those Articles of Incorporation. I do hereby state that such person did/did not take an oath. I state also that such person is known personally to me or, alternatively, such person produced the following identification to me:

WITNESS my hand and official seal in the County and State named above this 3rd day of August, 1995.

(NOTARIAL SEAL)

My Commission Expires:

FRANCINE STURIALE
NOTARY PUBLIC, State of New York
No. 41-4867850
Qualified in Queens County
Commission Expires August 25, 1996

Francine Sturiale
Notary Public, State of
New York at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, OR DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT SCHROEDER GROUP INCORPORATED, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Sarasota, STATE OF FLORIDA, HAS NAMED LAWRENCE KLEPETKO, LOCATED AT 46 NORTH WASHINGTON BOULEVARD, SUITE 15, CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICES OF PROCESS WITHIN FLORIDA.


(CORPORATE OFFICER)

SIGNATURE 
FRANK A. KLEPETKO

TITLE: Incorporator

DATE August 3 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES.

SIGNATURE 
LAWRENCE KLEPETKO
REGISTERED AGENT

DATE August 3, 1995

CLERK
OF
COURT
JUL 27 1995