

P96000024411

LAW OFFICES OF  
ERNEST A. SEEMANN, Esq.  
4729 Del Prado Boulevard  
Cape Coral, Florida 33904-9626  
Tel.: (941) 540-7007; Telefax (941) 540-2154  
e-mail: [nauta@peganet.com](mailto:nauta@peganet.com)

Ernest A. Seemann  
Ron van Gent

Elise B. Genzmer,  
of Counsel

December 4, 1996

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

800002021788--3  
-12/06/96--01020--016  
\*\*\*122.50 \*\*\*122.50

**RE: Amended and Restated Articles of Incorporation: NEUBERT INTERNATIONAL  
REALTY, INC.**

To whom it may concern,

Enclosed herewith is the executed original of the Amended and Restated Articles of Incorporation for the above referenced company, together with our check for \$122.50. Please return a Certified Copy of these Articles with the log-in stamp.

Should you have any questions, please contact me.

Yours sincerely,

  
Ron van Gent

encl.

FILED  
96 DEC 30 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated  
RFG  
1-6-97

\*786,504,671\*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED

96 DEC 30 PM 2:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 19, 1996

Ron Van Gent, Esquire  
% Ernest A. Seemann, Esquire  
4729 Del Prado Blvd.  
Cape Coral, FL 33904-9626

SUBJECT: NEUBERT INTERNATIONAL REALTY, INC.  
Ref. Number: P96000024411

We have received your document for NEUBERT INTERNATIONAL REALTY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The state the date of adoption by the shareholders.

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) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 696A00056617

RECEIVED  
96 DEC 30 AM 11:47  
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NEUBERT INTERNATIONAL REALTY, INC.**

The undersigned, JENS NEUBERT, director of the corporation, files in the Office of the Secretary of State of the State of Florida, for the purpose of amending and restating the Articles of Incorporation, in accordance with the laws of the State of Florida, these Amended and Restated Articles of Incorporation, as by law provided. These Amended and Restated Articles of Incorporation were duly approved by the shareholders by written consent given in accordance with F.S. 607.0704. The date of adoption by the shareholders of these amended and restated articles is December 2, 1996. The original Articles of Incorporation were filed on March 19, 1996.

**I. NAME:**

The name of this Corporation is: NEUBERT INTERNATIONAL REALTY, INC.

**II. BUSINESS:**

The general nature of the business and business to be transacted are as follows: To negotiate and enter into contracts concerning the acquisition, sale, and financing of real property and real property rights including land, commercial real property and residential real property; to provide related services to parties entering into such contracts; and further 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

FILED  
96 DEC 30 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 ONE THOUSAND (1000) shares of common stock, at \$1.00 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 principal office is 3736 S.E. 15th PL, Cape Coral, Florida 33904; the registered agent for the Corporation is Ernest A. Seemann, 4729 Del Prado Boulevard, Cape Coral, Florida 33904.

### **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 initial director is:

JENS NEUBERT 3736 S.E. 15th Place, Cape Coral, Florida

### **VII. 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.

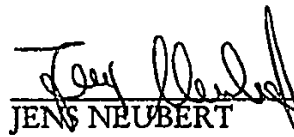
(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(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.

#### VIII. SPECIAL PROVISIONS

The Corporation hereby makes the IRC 1244 election.

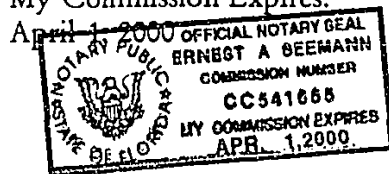
SUBSCRIBED at Cape Coral, Lee County, Florida, this 2nd day of December, 1996.

  
\_\_\_\_\_  
JENS NEUBERT  
Director

STATE OF FLORIDA           )  
COUNTY OF LEE            )

I HEREBY CERTIFY that on this 2nd day of December, 1996, before me, an officer duly qualified to take acknowledgments, personally appeared JENS NEUBERT, who is personally known to me / who presented German Passport# 24662-145-2C as identification, and who executed the foregoing instrument, and acknowledged before me that he executed the same.

My Commission Expires:



A handwritten signature in dark ink, appearing to read 'Ernest A. Seemann', written over a horizontal line.

Ernest A. Seemann  
Notary Public, State of Florida  
Commission No.: CC541655

### 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  
96 DEC 30 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**CERTIFICATE IN SUPPORT OF  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF NEUBERT INTERNATIONAL REALTY, INC.**

I CERTIFY that the Amended and Restated Articles of Incorporation contain amendments requiring shareholder approval, and that written consent has been given by the shareholders in accordance with the provisions of F.S. 607.0704.

  
JENS NEUBERT  
Director