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1301 JAY STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0191 FAX



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96 MAR 19 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 005070 005370

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 18, 1996

ORDER TIME : 4:12 PM

ORDER NO. : 005070

CUSTOMER NO: 005370

CUSTOMER: Gudrun M. Nickel, Esq
GUDRUN M. NICKEL, ESQ

Suite 200
350 Fifth Avenue South
Naples, FL 33940

900001748619
-03/19/96--01034--002
****140.00 *****70.00

DOMESTIC FILING

NAME: NEUBERT INTERNATIONAL REALTY,
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cynthia A Helentjaris

EXAMINER'S INITIALS: _____

RECEIVED
MAR 19 PM 8:15
TALLAHASSEE, FLORIDA

3-19-96
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**ARTICLES OF INCORPORATION
OF
NEUBERT INTERNATIONAL REALTY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is **NEUBERT INTERNATIONAL REALTY, INC.** The principal place of business of the corporation is Kronprinzenstr. 8, 13589 Berlin, Germany. The mailing address of the corporation is Kronprinzenstr. 8, 13589 Berlin, Germany.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

ARTICLE V - Special Provisions

The corporation hereby makes the IRC 1244 election.

ARTICLE VI - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be one (1) initial director as follows:

JENS NEUBERT

Kronprinzenstr. 8

13589 Berlin, GERMANY

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

JENS NEUBERT

- President/Secretary/Treasurer

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of Florida Statutes, at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

GUDRUN MARIA NICKEL, P.A.

350 Fifth Ave. S. #200
Naples, Florida 33940

ARTICLE XIV - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1201 Hayes Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is CORPORATION SERVICE COMPANY.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 14th day of March, 1996.

GUDRUN MARIA NICKEL, P.A.

by:

Gudrun M. Nickel

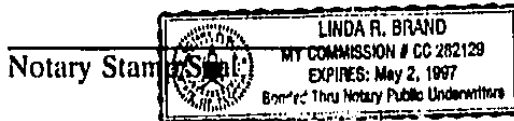
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 14th day of March, 1996, by Gudrun M. Nickel, of Gudrun Maria Nickel, P.A., to me personally known (or who produced _____ as identification), who stated under oath that he is the person described in and who executed said instrument for the purposes therein expressed.

Linda R. Brand
Notary Public

My Commission Expires:



LINDA R. BRAND
Type or Print Notary Name
Notary Number: _____

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Laura R. Dunlap

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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

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

80000020217000---8
-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.

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

Amended & Restated
JLG
1-6-97

786,524,671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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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

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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

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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.

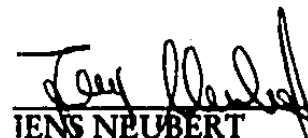
(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(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.

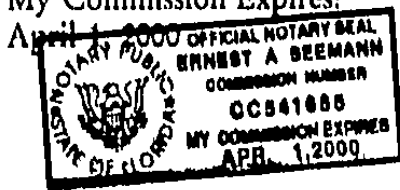



JENS NEUBERT
Director

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# 24662-145-26 as identification, and who executed the foregoing instrument, and acknowledged before me that he executed the same.

My Commission Expires:




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

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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