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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 006300 00537A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 19, 1996

ORDER TIME : 9:16 AM

ORDER NO. : 006300

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*****70.00 *****70.00

CUSTOMER NO: 00537A

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

Suite 200
350 Fifth Avenue South
Naples, FL 33940

DOMESTIC FILING

NAME: HGF PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

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MAR 19 1996
TALLAHASSEE, FL
SECRETARY OF STATE

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**ARTICLES OF INCORPORATION
OF
HGF PROPERTIES, 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 **HGF PROPERTIES, INC.** The principal place of business of the corporation is 4829 S.W. 24th Avenue, Cape Coral, Florida 33914. The mailing address of the corporation is 4829 S.W. 24th Avenue, Cape Coral, Florida 33914.

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 two (2) initial directors as follows:

GABRIELE FUNK

Fliesweg 8
47661 Issum, GERMANY

HORST FUNK

Same

ARTICLE VIII - Officers

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

HORST FUNK
GABRIELE FUNK

- President
- Vice 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

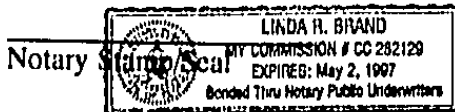
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

My Commission Expires:

Linda R. Brand
Notary Public



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: Aren B. Ragan