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ATTORNEY AT LAW

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BY APPOINTMENT ONLY

June 5, 1996

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

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-06/10/96--01022---003
*****140.00 *****70.00

RE: JAIN DEVELOPMENT CORPORATION
RODENBACH INVESTMENT, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporations, (original and one copy) along with our check in the total amount of \$140.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

Linda Brand for:
Gudrun Maria Nickel, P.A.

GMN:hs

SECRETARY OF STATE
TALLAHASSEE FLORIDA

95 JUN 10 AM 8:47

FILED

GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW

GB 6/11/96

**ARTICLES OF INCORPORATION
OF
RODENBACH INVESTMENT, INC.**

95 JUN 10 AM 8:47

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 **RODENBACH INVESTMENT, INC.** The principal place of business of the corporation is c/o 400 Fifth Avenue South, Suite 300, Naples, Florida 33940. The mailing address of the corporation is c/o 400 Fifth Avenue South, Suite 300, Naples, Florida 33940.

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 - 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 VI - 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:

PETER RODENBACH

**400 Fifth Ave. S. #300
Naples, FL 33940**

ARTICLE VII - Officers

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

PETER RODENBACH

- President/Secretary/Treasurer

ARTICLE VIII - 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 IX - Bylaws

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

ARTICLE X - 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 XI - 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 XII - 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 400 Fifth Avenue South, Suite 300, Naples, Florida 33940, and the name of the initial registered agent of the corporation at that address is EURO-AMERICAN CONSULTING, INC.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 3rd day of June, 1996.

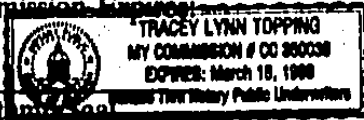
GUDRUN MARIA NICKEL, P.A.

by: [Signature]
Gudrun M. Nickel

**STATE OF FLORIDA
COUNTY OF COLLIER**

The foregoing instrument was subscribed to before me this 3rd day of June, 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 _____



Notary Stamp _____

[Signature]
Notary Public

Tracey Lynn Topping
Type or Print Notary Name
Notary Number: CC 350038

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

EURO-AMERICAN CONSULTING, INC.

By: [Signature]
Rainer Filthaut, President

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STATE
SECRETARY OF
TALLAHASSEE FLORIDA

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EURO-AMERICAN CONSULTING, INC.
4001 Tamiami Trail North, Suite 265, Naples, FL 34103
Tel. (941) 435-6247, Fax (941) 435-1338

Naples, October 11, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Rodenbach Investment, Inc.

Dear Sirs:

Please note that the mailing address of the above mentioned company has changed and will be as follows:

c/o Euro-American Consulting, Inc.
4001 Tamiami Trail North
Suite 265
Naples, FL 34103

Sincerely,

EURO-AMERICAN CONSULTING, INC.



Rainer N. Filthaut

ff 10/15