

Bernard S. Peck
Member FL, CT & NY Bars

Daniel D. Peck
Member FL & CT Bars

Kent A. Skriyan
J.D., LL.M. in Taxation

Antonio Faga
Member FL & NY Bars

Peck, Skriyan & Faga
Attorneys at Law

Suite 103, First Union Building
5801 Pelican Bay Boulevard
Naples, Florida 33963

phone
(941) 566-3600

Telecopier
(941) 566-3977

EXPIRE DATE
6-28-96

700001880887
-07/02/96--01007--001
*****61.25 *****61.25

June 28, 1996

700001880887
-07/02/96--01007--002
*****61.25 *****61.25

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

Re: Hickory House Management Corp.

Dear Sir:

We enclose herewith for filing the original and one copy of the Articles of Incorporation of the above named corporation, together with 2 checks to your order, each in the amount of \$61.25, for the total amount of \$122.50 representing the filing fee.

Please return a certified copy of these Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,

DP
Daniel D. Peck

DDP:jfm

Encs.

secyst/8

FILED
96 JUL -1 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HICKORY HOUSE MANAGEMENT CORP.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is HICKORY HOUSE MANAGEMENT CORP. and its principal address is: 25151 Pennyroyal Drive, Bonita Springs, Florida 33923.

ARTICLE II

DURATION

This corporation shall exist perpetually commencing on the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized to engage in the business of acting as a general partner of Hickory House, Ltd., engaging in real estate investment, real estate development and construction, and for all other purposes allowed a Florida corporation.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

EFFECTIVE DATE
6/28/76

FILED
95 JUL -1 3 46 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 25151 Pennyroyal Drive, Bonita Springs, Florida 33923, and the name of the initial registered agent of this corporation at that address is Franz J. Rosinus.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation are: Jochen Bovenkamp, Ave 46, 42103 Wuppertal, Elberfeld, Germany; Hans Loebbert, Rebhuhnweg 2, 45527 Hattingen, Bredenscheid, Germany; and Knut Bovenkamp, Ave 46, 42103 Wuppertal, Elberfeld, Germany.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is: Franz J. Rosinus, 25151 Pennyroyal Drive, Bonita Springs, Florida 33923.

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

SHAREHOLDER QUORUM

Two-thirds of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XI

NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law against all expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with

the corporation except for a criminal act, gross negligence or willful misconduct.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

ARTICLE XIII

PREEMPTIVE RIGHTS

Every shareholder upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, shall have the preemptive right to purchase his pro rata share of additional stock as the number of shares he owns at the time of issue bears to the total number of previously issued shares outstanding (as nearly as may be done without issuance of fractional shares) at the price and terms at which new stock is issued to others. This right is waived by written waiver or by the failure of the shareholder to exercise and pay for his preemptive share right within thirty days of notification of the right.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them by a two-thirds vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 28 day of June, 1996.

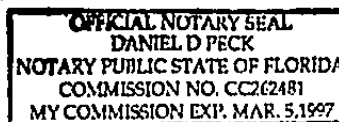
Franz J. Rosinus L.S.
Franz J. Rosinus
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above appeared FRANZ J. ROSINUS, personally known to me to be the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28 day of June, 1996.

Daniel D. Peck
Notary Public
Daniel D. Peck
(Printed Name of Notary)
My Commission Expires:



Dated this 28 day of June, 1996.

any document(s) and to post arbitrary base component cost, articles of interest, and

6