

P960000 58798

CAPITAL CONNECTION, INC.

7 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Scandance International
Realty Inc

	G.C. FEE	DISBURSED
<input type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS		

501001802519
 07/15/96 01001-016
 ****122.50 ****122.50

P. CHESSER JUL 15 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/12		
TIME	3:00		CK No. _____
BY	27		

WALK-IN
 Will Pick Up _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
SUNDANCE INTERNATIONAL REALTY, INC.

FILED
95 JUN 12 PM 4:02
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is SUNDANCE INTERNATIONAL REALTY, INC.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$ 1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 3400 S. Tamiami Trail Ste#303, Sarasota, Florida 34239 and the initial registered agent of this corporation at that address is Peter J. Jaensch.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) 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 names and addresses of the initial directors of this corporation are:

Rainer Bögner
3400 S. Tamiami Trail #303
Sarasota, FL 34239

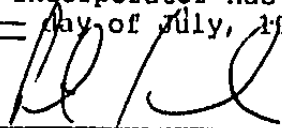
ARTICLE VII - Incorporator

Peter J. Jaensch
3400 S. Tamiami Trail Ste#303
Sarasota, FL 34239

ARTICLE VIII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of July, 1996.



PETER J. JAENSCH

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, PETER J. JAENSCH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the state and county aforesaid this 5th day of July, 1996.

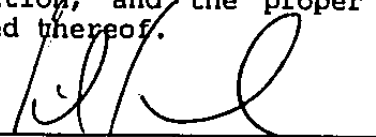


Anne McLean



ANNE McLEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.



Peter J. Jaensch

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS
SUBMITTED:

FIRST THAT SUNDANCE INTERNATIONAL REALTY, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
SARASOTA, STATE OF FLORIDA, HAS NAMED Peter J. Jaensch, LOCATED AT
3400 S. Tamiami Trail Ste#303, CITY OF SARASOTA, STATE OF FLORIDA,
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE

(CORPORATE OFFICER)

TITLE

DATE

Corp. Counsel

1-5-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Peter J. Jaensch

DATE

7-5-96

FILED
JUL 12 PM 4:02
TAMPA, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME

FIRM

ADDRESS

PHONE ()

Service: Top Priority

Regular

One Day Service

Two Day Service

To us via

Return via

Matter No.:

Express Mail No.

State Fee \$

Our \$

*Alice
Gave permission
to add to address
correct sentry
& correct old state*

*Name Change
11/8/96*

REQUEST

TAKEN

CONFIRMED

APPROVED

DATE

TIME

BY

CK No.

WALK-IN

Will Pick Up

118 100

RE:

of

Sundance International

Inc

O.C. FEE.

DISBURSED

Capital Expenses

Art. of Inc. File

Cum. Record Search

Partnership File

Foreign Corp. File

() Cert. Copy(s)

Art. of Amend. File

Dissolution/Withdrawal

C U S

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep.

FAX ()

pgs.

SUBTOTAL

FEE

DISBURSED

SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

Please remit invoice number with payment

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1 1/2% per month on Past Due Amounts

Past 30 Days, 18% per Annum.

THANK YOU

from

Your Capital Connection

ARTICLES OF AMENDMENT

SUNDANCE INTERNATIONAL REALTY, INC.

In accordance with Section 607.1006 of the Florida Statutes, the Articles of Incorporation of SUNDANCE INTERNATIONAL REALTY, INC. are hereby amended as follows:

1. The current name of the corporation is SUNDANCE INTERNATIONAL REALTY, INC.
2. The following amendment was adopted by the shareholders dated Nov. 5, 1996 attached hereto as Exhibit A:

The name of the corporation is hereby changed to:

Sundance International, Inc.

IN WITNESS WHEREOF, the undersigned officer(s) of the corporation has executed these Articles of Amendment.

Rainer Bögner
Rainer Bögner
Sole Officer

FILED
96 NOV -8 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY AND ACKNOWLEDGE, that the foregoing Articles of Amendment were authorized by written statement of the shareholders of the corporation 11-5, 1996.

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5th day of November, 1996.

Anne McLean
Anne McLean Notary Public

My commission expires:

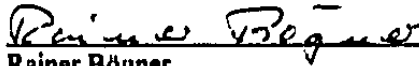
 ANNE McLEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

EXHIBIT A
MINUTES OF A SPECIAL MEETING
OF THE SHAREHOLDERS OF
SUNDANCE INTERNATIONAL REALTY, INC.

The undersigned being the sole shareholder of SUNDANCE INTERNATIONAL REALTY, INC., (hereafter the "Corporation"), in accordance with Section 607.0874, Florida Statutes, held a special meeting of the shareholders of the Corporation on November 5, 1996, and took the following actions:

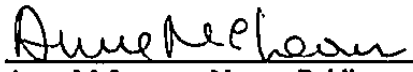
1. The Articles of Amendment of even date herewith changing the name of the corporation to **Sundance International, Inc.** are hereby **APPROVED**.

IN WITNESS WHEREOF, the undersigned, as the sole shareholder of Sundance International Realty, Inc. has executed these minutes on the 5 day of November, 1996.


Rainer Bögner

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5th day of November, 1996.


Anne McLean Notary Public

My Commission expires:

 ANNE Mc LEAN
COMMISSION # CC 395025
EXPIRES JUL 25, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.