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LAW OFFICES

LAW OFFICES
PARKS, BENNETT AND STEWART

111NJAMIN (J. PARISH
WEALTH PLANNING & MANAGEMENT LAW
BOARD CERTIFIED TAX LAWYER
FELLOW, THE AMERICAN COLLEGE OF
TRUST & ESTATE COUNSEL

RICHARD K. HENNEMAN
ESTATE PLANNING & SETTLEMENT
TRUST ADMINISTRATION LAW
REAL PROPERTY LAW
ELDER LAW

DEBORAH A. BURKART
ESTATE PLANNING
REAL ESTATE LAW & TITLE INSURANCE
ART AND ENTERTAINMENT LAW
CIVIL TRIAL

Corporate Records
Florida Department of State
409 E. Gains Street
P.O. Box 6327
Tallahassee, FL 32314

RE: NAPLES ABACUS, INC.

Ladies and Gentlemen:

Please find enclosed a copy of your letter dated July 30, 1996, and the revised Articles of Incorporation for the above-mentioned corporation. Our Trust Account check in the amount of \$122.50 is enclosed representing the following charges:

**\$35.00 - Corporation Filing Fee
\$35.00 - Registered Agent Designation; and
\$52.50 - Certified Copy of Articles**

Please return the certified copy to us when it is available.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact us.

Sincerely,

PARKS, BENNETT AND STEWART

Richard K. Bennett

RKB/cm
Enes.
cc: Andrea G. Winkelmann

26 AUG - 6 11:34 AM

8-8-96
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LAW OFFICES

PARKS, BENNETT AND STEWART

JOHN J. PARKS*
WEALTH PLANNING & MANAGEMENT LAW
BOARD CERTIFIED TAX LAWYER
FELLOW, THE AMERICAN COLLEGE OF
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Florida Department of State
409 E. Gains Street
P.O. Box 6327
Tallahassee, FL 32314

SEARCHED
SERIALIZED
INDEXED
FILED
JULY 23 1996

PARKS, BUILDING,
608 FIFTH AVENUE, SOUTH
NAPLES, FLORIDA 33940
TELEPHONE (941) 862-0400
TELECOPIER (941) 861-8640

*ADDITIONAL JURISDICTION
OKORIA

July 23, 1996

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

1000001 SIDE B71
-07/29/96--01004--009
***122.50 ***122.50

RE: NAPLES ABACUS, INC.

Ladies and Gentlemen:

Please find enclosed the Articles of Incorporation for the above-mentioned corporation. Our Trust Account check in the amount of \$122.50 is enclosed representing the following charges:

\$35.00	- Corporation Filing Fee
\$35.00	- Registered Agent Designation; and
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Sincerely,

PARKS, BENNETT AND STEWART

Richard K. Bennett

JUL 30 1996 BSB

(625)

WFB - 15862

RKB/cm

Encs.

cc: Andrea G. Winkelmann



AUG - 1 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

July 30, 1996

PARKS, BENNETT AND STEWART
PARKS BUILDING
865 FIFTH AVENUE SOUTH
NAPLES, FL 33940

SUBJECT: NAPLES ABACUS, INC.
Ref. Number: W96000015862

EL ED
SUSCITO A
ESTA
MUNICIPALIDAD

We have received your document for NAPLES ABACUS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 396A00036442

**ARTICLES OF INCORPORATION
OF
NAPLES ABACUS, INC.**

I, undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this corporation is **NAPLES ABACUS, INC.**

**ARTICLE II
DURATION**

The corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The corporation is organized for the purpose of transaction any or all lawful business.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated Common Shares with a par value of one dollar (\$1.00) per share.

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The address of the principal place of business of the corporation is 1530 Imperial Golf Course Blvd., #321, Naples, Florida 34110. The street address of the corporation's initial registered office is 1530 Imperial Golf Course Blvd., #321, Naples, Florida 34110. The name and address of the initial registered agent of the corporation is **RICHARD K. BENNETT, ESQ.**, 865 Fifth Avenue South, Naples, Florida 34102. The shareholders may from time to time select



PARKER, BENNETT AND STEWART
865 FIFTH AVENUE, SOUTH
NAPLES, FLORIDA 34102
(941) 262-0400

and so communicate, by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The corporation shall have one Director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than the number required by applicable law. The name and address of the initial director of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ANDREA G. WINKELMANN	1530 Imperial Golf Course Blvd., #321 Naples, FL 34110

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
ANDREA G. WINKELMANN	1530 Imperial Golf Course Blvd., #321 Naples, FL 34110

ARTICLE IX
BYLAWS

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

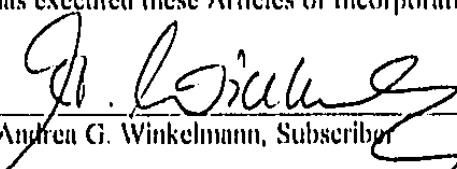
ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 16. th. day of July, 1996


Andrea G. Winkelmann, Subscriber



COUNTRY OF Germany
PROVINCE OF Baden-Württemberg

Before me, a Notary Public authorized to take acknowledgments in the Country and Province set forth above, personally appeared **ANDREA G. WINKELMANN** known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the Country and Province aforesaid, this 16th day of July, 1996.

Sindelfingen, den 16. Juli 1996

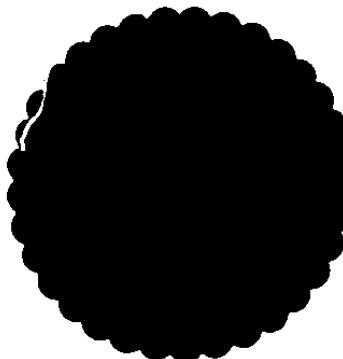
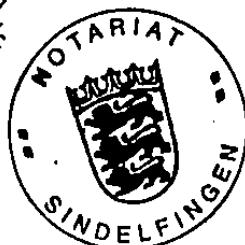
Notariat Sindelfingen II

Notary Public - Oehrle - Notar
My Commission Expires: no

II Urkundenrolle 1996 Nr. 1236
Notariat Sindelfingen II

Kosten:
Gebühr nach § 45 Kost 0 DM 20.-
15 % MWST hieraus DM 3.-
Kosten sofort im bar
bezahlt


- Oehrle - Notar



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

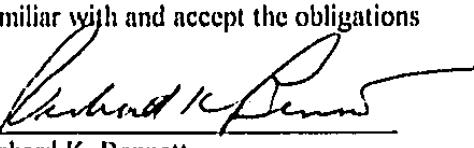
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **NAPLES ABACUS, INC.**
2. The name and address of the registered agent and office is:

RICHARD K. BENNETT, ESQ.
865 Fifth Avenue South
Naples, FL 33940.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Register Agent.

By: 
Richard K. Bennett

SEARCHED
INDEXED
FILED
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FILED