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November 4, 1996

UPS NEXT DAY AIR

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000001996630--8
-11/05/96--01159--015
****122.50 ****122.50

Re: Amersberger Management & Investment Corporation

Gentlemen:

Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$122.50 is enclosed for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECREST & EMERY


Thomas B. Garlick

TBG/jpw
Enclosures

NOV 7 1996

FILED
96 NOV -5 PM 4:03
B5
EFFECTIVE DATE
11-4-96

ARTICLES OF INCORPORATION

OF

AMERSBERGER MANAGEMENT & INVESTMENT CORPORATION

FILED

96 NOV -5 PM 4:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, does hereby certify as follows:

EFFECTIVE DATE

11-14-96

ARTICLE I

Corporate Name and Address

The name of the Corporation is Amersberger Management & Investment Corporation and the address of the principal office and mailing address of the Corporation is 800 Laurel Oak Drive, Suite 400, Naples, Florida 34108.

ARTICLE II

Corporate Purposes

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 10,000, all of which are to be voting common stock having a par value of fifty cents (\$.50) per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 800 Laurel Oak Drive, Suite 400, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the registered office shall be Thomas B. Garlick, Esq.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of one (1) person. The Directors shall be elected annually, in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one (1). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Max Hermann Amersberger
27580 Old 41 Road
Bonita Springs, Florida 33923

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

Max Hermann Amersberger
27580 Old 41 Road
Bonita Springs, Florida 33923

ARTICLE VII

Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE VIII

Duration

The term of existence of the Corporation is perpetual.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 4th day of November, 1996.



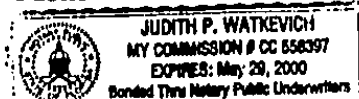
Max Hermann Amersberger
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 4th day of November, 1996 by Max Hermann Amersberger, who is personally known to me or who has produced Federal Republic of Germany Identity Card _____ as identification.



Notary Public



Printed Name

ACCEPTANCE OF REGISTERED AGENT

FOR

AMERSBERGER MANAGEMENT & INVESTMENT CORPORATION

I, Thomas B. Garlick, Esq., having signed the within as registered agent of Amersberger Management & Investment Corporation, (the "Corporation") at the registered address of 800 Laurel Oak Drive, Suite 400, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.


Thomas B. Garlick, Esq.
REGISTERED AGENT

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE