

P97000002252



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 212990 80537A

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 70.00

ORDER DATE : January 7, 1997

ORDER TIME : 11:57 AM

ORDER NO. : 212990-005

CUSTOMER NO: 80537A

CUSTOMER: Gudrun M. Nickel, Esq  
GU DRUN MARIA NICKEL, P.A.

Suite 200  
350 Fifth Avenue South  
Naples, FL 33940

400002049054--1

FILED  
97 JAN -7 PM 1:48  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME:

SW  
G.B. FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

RECEIVED  
97 JAN -7 PM 2:37  
DIVISION OF CORPORATION

W97-448  
KR 1-8  
1-9-97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 8, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: G.B. FLORIDA, INC.  
Ref. Number: W97000000448

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for G.B. FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 497A00000902

**ARTICLES OF INCORPORATION  
OF  
G.B. SW FLORIDA, INC.**

**FILED**  
97 JAN -7 PM 1:48  
SECRET  
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 **G.B. SW FLORIDA, INC**. The principal place of business of the corporation is 687 Anchor Drive, Sanibel, Florida 33957. The mailing address of the corporation is 687 Anchor Drive, Sanibel, Florida 33957.

**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 - Special Provisions**

The corporation hereby makes the IRC 1244 election.

**ARTICLE VI - 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 VII - 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:

**GÜNTHER BERNHARDT**

Wennseestr. 3  
23683 Scharbeutz  
Germany

#### **ARTICLE VIII - Officers**

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

**GÜNTHER BERNHARDT**

- President/Secretary/Treasurer

#### **ARTICLE IX - 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 X - Bylaws**

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

#### **ARTICLE XI - 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 XII - 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 XIII - 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 34102

#### **ARTICLE XIV - Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 1201 Hayes Street, Tallahassee, Florida, 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

**IN WITNESS WHEREOF**, the undersigned, as incorporator, hereby executes these

Articles of Incorporation this 20 day of January, 1998.

GUDRUN MARIA NICKEL, P.A.

by: [Signature]

Gudrun M. Nickel

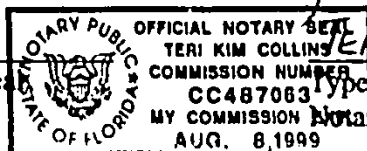
STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 20 day of JANUARY 1998, 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: 08-08-99

[Signature]  
Notary Public

Notary Stamp/Seal



TERI KIM COLLINS  
Type or Print Notary Name

Notary Number: CC487063

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

Corporation Service Company

By: Deborah D. Skipper

Deborah D. Skipper, As agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA