

PA70000010457

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January 15, 1997

U.P.S. Overnight Mail

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

300002060533--0
-01/16/97--01074-014
***122.50 ***122.50

Re: Shangri-La Village Corporation

Gentlemen:

Enclosed herewith please find an original plus one copy of Articles of Incorporation for the above-referenced corporation. Please file the original and return one of the copies 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,

Tom Garlick
Thomas B. Garlick

TBG/jpw
Enclosures

Signed by Mr. Garlick's secretary
in his absence to avoid delay.

Judy Walker
AUTHORIZATION BY PHONE TO
CORRECT RA Address
DATE 1/23/97
DOC. EXAM *sf*

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JAN 16 AM 10:03

sf 1/23/97

EFFECTIVE DATE

01/16/97

ARTICLES OF INCORPORATION

OF

SHANGRI-LA VILLAGE CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN 16 AM 10:03

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

ARTICLE I

Corporate Name and Address

The name of the Corporation is Shangri-La Village Corporation and the street address of the Corporation is 27580 Old 41 Road, Bonita Springs, Florida 34135.

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 address 889 Pelican Bay Boulevard, Suite 300, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the registered office shall be Thomas B. Garlick.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of three (3) people.

The names and addresses of the initial Directors are as follows:

Leo Dahlmanns
27580 Old 41 Road
Bonita Springs, FL 34135

Deborah Dahlmanns
27580 Old 41 Road
Bonita Springs, FL 34135

Max Amersberger
c/o SchloBhotel Waldlust
LauterbadstraBe 92
72250 Freudenstadt
Germany

ARTICLE VI

Incorporator

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

Max Amersberger
c/o SchloBhotel Waldlust
LauterbadstraBe 92
72250 Freudenstadt
Germany

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.

WITNESSED AND SIGNED: 11-2-1991

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing
Articles of Incorporation this 15th day of January, 1997.

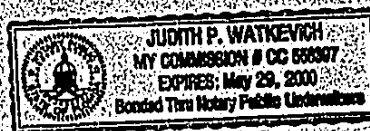

Max Hermann Amersberger, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 15th day of January, 1997,
by Max Hermann Amersberger, who is personally known to me.


Notary Public

Judith P. Watkevich
Printed Name



ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOR

97 JAN 16 AM 10:03

SHANGRI-LA VILLAGE CORPORATION

I, Thomas B. Garlick, having signed the within as registered agent of SHANGRI-LA VILLAGE CORPORATION, (the "Corporation") at the registered address of 8889 Pelican Bay Boulevard, Suite 300, 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
REGISTERED AGENT