

P 97000048735

HERBERT J. BUCK, P.A.

ACCOUNTANT / TAX SPECIALIST

5405 JAEGER ROAD
NAPLES, FLORIDA 34109

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
97 JUN 10 10:10 AM '97

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DIVISION OF CORPORATIONS
97 JUN 22 1967

ARTICLES OF INCORPORATION

OF

HAUS OF HAEFNER, INC.

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLES I

The nature of the business and objects and purposes to be transacted and carried on by this corporation is to conduct a Retail Sales Business related activities and to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholders of this corporation is or are interested in, or is a stockholder or officer or are stockholders or officers of such other corporations, and any stockholder or stockholders or officer of offices, individually or jointly may be a party or parties to, or interested in any contract or transaction of this corporation, or in which this corporation is interested in and no contract, act or transaction of

this corporation with any person or persons, firms or corporations shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or associations, and each and every person who may become a stockholder of this corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise be interested.

ARTICLE II

The name of the corporation shall be:

HAUS OF HAEFNER, INC.

ARTICLE III

The authorized capital stock of this corporation shall be seven thousand five hundred (7500) shares with a par value of one dollar (\$1.00) per share.

ARTICLE IV

The principal place of business of this corporation shall be:

259 Airport Road S.
Naples, Florida 34104

ARTICLE V

The business of the corporation shall be managed and conducted by a Board Of Directors of not less than one (1) nor more than two (2) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors

shall be composed of three directors and the names and addresses of the directors are as follows:

Reinhard Haefner
259 Airport Road S.
Naples, Florida 34104

Thea Haefner
259 Airport Road S.
Naples, Florida 34104

Jean Baltimore
259 Airport Road S.
Naples, Florida 34104

ARTICLE VI

The street address of the initial principal officer of this corporation is: 259 Airport Road S. Naples, Florida 34104, and the name and address of the initial registered agent of this corporation is:

Reinhard Haefner
259 Airport Road S.
Naples, Florida 34104

ARTICLE VII

The name and address of the person forming this corporation is:

Reinhard Haefner
259 Airport Road S.
Naples, Florida 34104

ARTICLE VIII

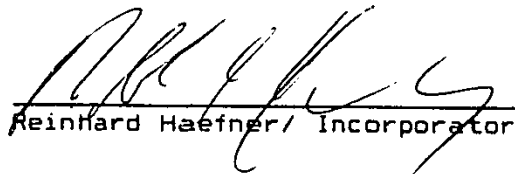
The annual meeting of the stockholders shall be held at the office of the corporation on the second Monday in July of each and every year. The executive officers of this corporation shall be a President, a Secretary, a Treasurer, and at the option of the stockholders, one or more Vice-Presidents. The office of any one or more may be held by the same person. Such executive officers shall be elected by the stockholders at each annual meeting as aforesaid. The stockholders shall have the power to fill any vacancy in any office.

ARTICLE IX

The first meeting of the incorporated and stockholders for the purpose of organizing and adopting By-Laws and election of officers shall be held at the office of the corporation.

IN WITNES WHEREOF, the party hereto has hereunto set his hand and seal this

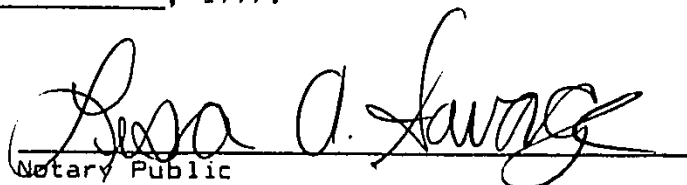
1st day of May, 1997.


Reinhard Haefner/ Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNES my hand and official seal at Collier and State and County
this 1st day of May, 1997.


Notary Public

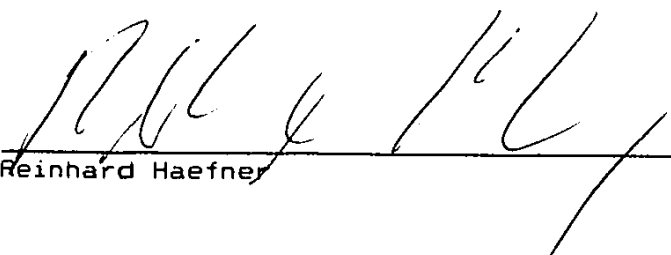


LISA A. SAVAGE
MY COMMISSION # CC427090 EXPIRES
February 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

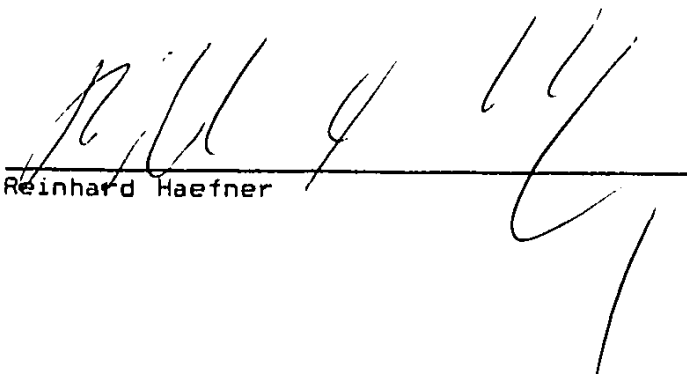
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DIVISION OF CORPORATIONS
97, " " " " " "

CERTIFICATION OF PLACE OF BUSINESS
AND DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That HAUS OF HAEFNER, INC. desires to organize under the laws of the state of Florida, with principal place of business as indicated in the Articles of Incorporation located in Naples, Collier County Florida has named Reinhard Haefner its agent to accept service of process in this and designates said address as the Registered Office.


Reinhard Haefner

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.


Reinhard Haefner