

**Examiner's Initials**

ARTICLES OF INCORPORATION  
OF  
ABL SWISS-POLISH REAL ESTATE, INC.

97 JUN 25 AM 10:35  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ABL Swiss-Polish Real Estate, Inc.

Article II - Commencement

The existence of this corporation shall commence with the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of \$0.01 par value common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428 and the name and address of the initial registered agent is Andrew E. Farber, 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428.

Article VI - Principal Office

The principal office and mailing address of this corporation shall be 23123 State Rd. 7, Suite 350-B, Boca Raton, Florida 33428.

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director is:

Theo Meyer

Kirchplatz 19  
4132 MuttENZ  
Switzerland

Article VIII - Incorporator

The name and address of the person signing these Articles is:  
Andrew E. Farber, Suite A, 23123 State Road 7, Suite 350B, Boca Raton, Florida 33428.

Article IX - Bylaws

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

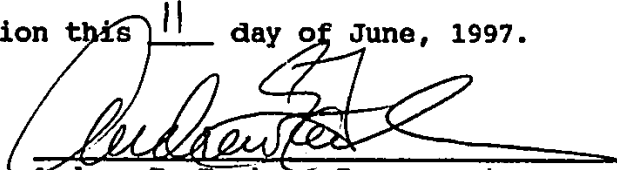
Article X - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, this corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorney's fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article XI - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of June, 1997.

  
Andrew E. Farber, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST -- ABL SWISS-POLISH REAL ESTATE, INC. DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 23123 STATE Rd. 7, SUITE  
350-B, IN THE CITY OF BOCA RATON, STATE OF FLORIDA, HAS NAMED  
ANDREW E. FARBER, LOCATED AT 23123 STATE ROAD 7, SUITE 350B, CITY  
OF BOCA RATON, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

SIGNATURE: 

Andrew E. Farber

TITLE: INCORPORATOR

DATE: June 11, 1997.

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

SIGNATURE: 

Andrew E. Farber, Registered  
Agent

DATE: June 11, 1997.

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