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REFERENCE : 485757 8908A

AUTHORIZATION : Patricia Tiggus

COST LIMIT : \$ 70.00

ORDER DATE : August 5, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 485757-005

CUSTOMER NO: 8908A

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CUSTOMER: Kirsten I. Baier, Esq
KIRSTEN I. BAIER, ESQ

999 Brickell Avenue
Suite 1006
Miami, FL 33131

DOMESTIC FILING

NAME: GERMAN & U.S.A. EXCHANGE
OPERATION, 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 AUG -5 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG -5 AM 11:37
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

SN AUG - 5 1997

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ARTICLES OF INCORPORATION

FILED

OF

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GERMAN & U.S.A. EXCHANGE OPERATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be **German & U.S.A. Exchange Operation, Inc.**

ARTICLE II

NATURE OF BUSINESS

The purpose for which the corporation is organized is to:

- a) To engage in any business the corporation deems appropriate.
- b) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with, goods, wares, merchandise and real and personal property (tangible and intangible) of every class, kind and description.
- c) To contract debts and borrow money, to issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required.
- d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created or issued by any other person,

firm, association or corporation, or by any state or government, foreign or domestic, and while owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote stock.

f) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, political body, country, territory, state, government or colony or dependency or agency thereof.

g) *To purchase, hold and reissue any of the shares of its capital stock.*

h) In general, to do each and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects of the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to carry on any business, and to have all powers in connection therewith, not forbidden by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof.

i) To have and exercise all powers granted corporations and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida or any amendments thereof.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue only one (1) class of shares to be designated common stock. The total number of shares of stock which the corporation

shall have the authority to issue is ONE THOUSAND (1000) SHARES. The shares will have no par value. All shares shall be voting shares and the holders of issued shares are entitled to one (1) vote per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will commence business is not less than ONE HUNDRED (\$100.00) DOLLARS.

ARTICLE V

PREEMPTIVE RIGHTS

Holders of issued shares, upon the sale for cash of any newly issued stock of the same kind, class or series as that which he already holds, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it may be offered to others.

ARTICLE VI

OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his/her successor(s) is/are elected or appointed is:

KRIEGHOFF, ROLF W.
290 174th Street
Apt. 816
No. Miami Beach, Florida 33160

President, Vice-President,
Secretary, Treasurer, Director

ARTICLE VII

INCORPORATORS

The name and address of the incorporator of this corporation is:

Kirsten I. Baier, Esq.
999 Brickell Avenue
Suite 1006
Miami, Florida 33131

ARTICLE VIII

REGISTERED AGENT/OFFICE

The address of the corporation's registered office is 290 174th Street, Apt. 816, Winston Tower 700, North Miami Beach, Florida 33160. The name of the corporation's initial Registered Agent at such address is ROLF W. KRIEGHOFF.

The initial principal office of the corporation shall be: 290 174th Street, Apt. 816, Winston Tower 700, North Miami Beach, Florida 33160.

ARTICLE IX

DURATION

This corporation shall exist perpetually.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by same to the stockholders and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of

Incorporation be made.

ARTICLE XI

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law, for acts or omissions in connection with action on behalf of the corporation, unless they reflect criminal intent or gross negligence.

ARTICLE XII

CONFLICT OF INTEREST

Any contract or other transaction between the corporation and any one or more of its directors, or between the corporation and any firm of which one or more of its directors are members are employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation that acts upon, or in reference to, the contract or transaction, notwithstanding his/her participation in this action, if the fact of such interest is disclosed or known to the Board of Directors or a committee thereof which authorizes or ratifies the contract or transaction. Common or interested directors may be counted in determining whether a quorum is present and shall be entitled to vote on such authorization or ratification.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate on this 23rd day of May, 1997.



Kirsten I. Baier
Incorporator

REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at a place designated in this document, I am familiar with and accept the duties and responsibilities as registered agent for said corporation.



ROLF W. KRIEGHOFF
Registered Agent

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97 AUG -5 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA