

P97 000070773

GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN:

- FLORIDA
- ILLINOIS
- KANSAS
- MONTANA

DEUTSCHSPRACHIG  
GERMAN SPEAKING

BY APPOINTMENT ONLY

SUITE 200  
350 FIFTH AVENUE SOUTH  
NAPLES, FLORIDA 34102

TEL (941) 262-7748  
FAX (941) 262-7144  
TEL/FAX (941) 434-9071

August 11, 1997

Secretary of State  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: BRIDGETOWN INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Thank you.

Sincerely,

Gudrun M. Nickel

GMN/hs  
Enc.

FILED  
97 AUG 14 AM 12:46  
TALLAHASSEE, FLORIDA

700002267387--8  
-08/14/97--01106--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

F. CHEN 449 AUG 15 1997.

GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

**ARTICLES OF INCORPORATION  
OF  
BRIDGETOWN INC.**

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 **BRIDGETOWN INC.** The principal place of business of the corporation is 4350 Gulf Shore Boulevard North, #506, Naples, Florida 34103. The mailing address of the corporation is 4350 Gulf Shore Boulevard North, #506, Naples, Florida 34103.

**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 two (2) initial directors as follows:

JUTTA BECKER-GRÜNDEMANN SCHREIBER

Schlossaeckerstr. 4  
34130 Kassel  
GERMANY

FILED  
97 AUG 14 AM 12:46  
TALLAHASSEE, FLORIDA

EDGAR SCHREIBER

Same

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

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

JUTTA BECKER-GRÜNDEMANN SCHREIBER      -President/Secretary/Treasurer

EDGAR SCHREIBER      - Vice-President

#### **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 Avenue South  
Suite 200  
Naples, FL 34102

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

The street address of the initial registered office of the corporation is 5117 Castello

Drive, Suite #1, Naples, Florida 34103, and the name of the initial registered agent of the corporation at that address is Euro-American Financial Services, Inc.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 11<sup>th</sup> day of August, 1997.

GUDRUN MARIA NICKEL, P.A.

By: [Signature]  
Gudrun M. Nickel, President

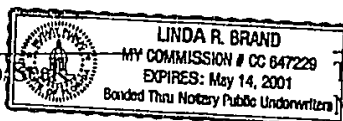
STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 11<sup>th</sup> day of August, 1997, by Gudrun M. Nickel, as President of Gudrun Maria Nickel, P.A., to me personally known (~~or who produced~~ \_\_\_\_\_ as identification), who stated under oath that s/he is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

Linda R. Brand  
Notary Public

Notary Stamp:



LINDA R. BRAND  
Type or Print Notary Name

Notary Number: \_\_\_\_\_

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

Euro-American Financial Services, Inc.

By: [Signature]  
Helga Reinisch

FILED  
97 AUG 14 AM 12:46  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

S

P 970000 70774

19:19 PM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000013447 2))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: ART FORCE DESIGN GROUP, INC.

AUDIT NUMBER.....H97000013447

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:17:31

57 12 19 15

5  
BM 8/15/97

497000013447

ART FORCE DESIGN GROUP, INC.

I, the undersigned, desiring to form a corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

ARTICLE I

The name of the corporation shall be:

ART FORCE DESIGN GROUP, INC.

ARTICLE II

BUSINESS AND POWERS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock of which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having a par value of \$1.00 per share. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purposes or at the organizational meeting. Property, labor, or services may be purchased or paid for with the capital stock of the at a just valuation of said property to be fixed by the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the directors of the company may decide.

ARTICLE IV  
MINIMUM CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than five hundred dollars.

ARTICLE V  
TERMS OF EXISTENCE

This corporation shall have a perpetual existence.

Prepared By:  
Sanford Z. Chevin, Esq. FL BAR# 407437  
1008 W. Hallandale Beach Blvd.  
Hallandale, FL 33009

-(305) 371-1522

497000013447

97 13 15 14 6:42

497000013447

The principal office or place of business of the corporation shall be located at 406A S.E. 11th Court, Fort Lauderdale, Florida 33316.

#### ARTICLE VII

##### BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a board of not less than one nor more than five directors.

#### ARTICLE VIII

##### INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors selected and shall have qualified, are the following:

Terry Sauerbrey and Christopher Cartwright  
406A S.E. 11th Court  
Ft. Lauderdale, Florida 33316

#### ARTICLE IX

##### ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporation of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of the stock to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators and assume and carry out all rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.

#### ARTICLE X

##### SUBSCRIBERS

The names and addresses of each person signing these Articles of Incorporation are:

NAME	ADDRESS
Terry Sauerbrey	406A S.E. 11th Court, Ft. Lauderdale, Florida 33316

497000013447

497000013447

**INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered agent of this corporation is 406A S.E. 11th Court, Ft. Lauderdale, Florida 33316 and the name of the initial registered agent of this corporation at that address is Terry Sauerbrey.

**ARTICLE XII**

**TRANSACTION WITH RELATED PARTIES**

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that one or more of the Directors of the corporation is or are interested in, or is a director or officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly, may be party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud shall be effected or invalidated by the fact that any director or directors of the corporation is a party or parties to be interested in such contract, act, or transaction or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the corporation is hereby relieved from any liability that might exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company. This Article XII shall apply equally to contract other transactions between the corporation and interested persons including the subscribers or initial directors.

**ARTICLE XIII**

**INDEMNIFICATION**

This corporation shall indemnify and insure its officers, directors, employees and agents to the fullest extent permitted by law either now or hereafter.

**ARTICLE XIII**

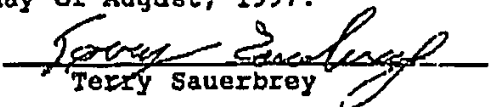
**EFFECTIVE DATE**

The effective date of this corporation shall be the date these Articles are filed in the office of the Secretary of State of Florida.

497000013447

4497000013447

IN WITNESS WHEREOF, the undersigned subscribers for the purpose of forming a corporation to do business in the State of Florida under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring that the facts stated herein are true on this 13 day of August, 1997.

  
Terry Sauerbrey

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

**ART FORCE DESIGN GROUP, INC.**

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Ft. Lauderdale, County of Broward, Florida, has named:

Terry Sauerbrey  
406A S.E. 11th Court  
Ft. Lauderdale, Florida 33316  
as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

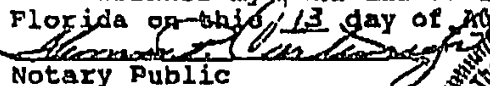
Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

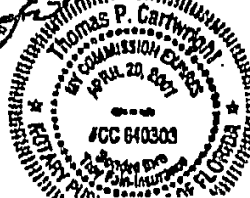
  
Terry Sauerbrey

STATE OF FLORIDA:  
COUNTY OF BROWARD:

On this day before me, an officer duly authorized to administer oaths and take acknowledgments in the county and state aforesaid personally appeared Terry Sauerbrey who is well known to be the incorporator described herein and who executed the foregoing Articles of Incorporation of Art Force Design Group, Inc., and who acknowledged that he executed the same as such incorporator for the purpose therein expressed.

WITNESS my hand and seal at HALLANDALE, Broward County, Florida on this 13 day of August, 1997.

  
Notary Public  
State of Florida  
Commission No.:  
My Commission Expires:



4497000013447