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ARTHUR K. KNUDSEN, JR.
RICHARD D. DEBOEST
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PLEASE REPLY TO:
FORT MYERS OFFICE

RICHARD D. DEBOEST II

P97000083607

September 18, 1997

Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

900002302899--7
-09/25/97--01006--012
****122.50 ****122.50

Re: SunCape Development Corporation

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 to cover the filing fees and certified copy of the Articles.

I will appreciate your returning the certified copy at your early convenience.

Cordially,



Richard D. DeBoest

RDD/ymg
Enclosure

FILED
97 SEP 25 AM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nadeau **SEP 26 1997**

ARTICLES OF INCORPORATION
OF
SUNCAPE DEVELOPMENT CORPORATION

FILED
97 SEP 25 AM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation executed by the undersigned for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE I

The name of this Corporation shall be SunCape Development Corporation and the initial address of this Corporation shall be 1305 Homestead Road, Lehigh Acres, Florida 33936.

ARTICLE II

The Corporation shall have all of the common law and statutory powers and duties of a Corporation for profit under the laws of the State of Florida, except as limited or modified by these Articles or By-Laws.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Per Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors in the Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation shall be at 1305 Homestead Road, Lehigh Acres, Florida 33936, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Heinz S. Pfuner.

ARTICLE VI

This Corporation shall have at least one (1) Director, with the exact number to be fixed by the By-Laws.

ARTICLE VII

The name and address of the first Directors and officers of the Corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

Karl Knoll, Director and President
Purnerstrasse 7, A-6060
Tirol, Austria/Europe

Dr. Peter Krause, Director and Vice-President
Quegas 30d, A-Mieders
Austria/Europe

Thomas W. Pfuner, Director, Vice-President
and Secretary/Treasurer
1305 Homestead Road
Lehigh Acres, Florida 33936

ARTICLE VIII

The name and address of the Incorporator is Thomas W. Pfuner, 1305 Homestead Road,
Lehigh Acres, Florida 33936.

ARTICLE IX

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X

This corporation shall indemnify and insure its offices and Directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9th day of September, 1997.



Thomas W. Pfuner

STATE OF FLORIDA

COUNTY OF LEE

The foregoing Articles of Incorporation was acknowledged before me this 9th day of September, 1997, by Thomas W. Pfuner, who is personally known to me or has produced _____ (type of identification) as identification and who did (did not) take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 9th day of September, 1997.

NOTARY PUBLIC:

(Sign) Jacqueline O. Phillips

(Print) Jacqueline O. Phillips
STATE OF FLORIDA AT LARGE (SEAL)

My Commission Expires:




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

In Compliance with the laws of Florida, the following is submitted:

First, that Thomas W. Pfuner, desiring to organize under the laws of the State of Florida, has named HEINZ S. PFUNER, 1305 Homestead Road, Lehigh Acres, County of Lee, State of Florida 33936, as its statutory Registered Agent.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.


Heinz S. Pfuner

Dated: 9-9-97

FILED
97 SEP 25 AM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA