

P97000085056

WINNIE & WINNIE

Attorneys at Law

John S. Winnie
Elizabeth A. Winnie

Telephone: 941/434-9766
Facsimile: 941/434-9767

September 29, 1997

Secretary of State
Corporate Division
P.O. Box 6237
Tallahassee, FL 32314

700002308317--6
-10/01/97--01025--012
****122.50 ****122.50

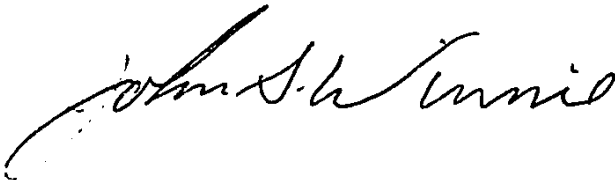
Dear Sir;

Enclosed please find our draft in the amount of \$122.50 for the filing of the Articles of incorporation for the Corporation known as SCHMIWEL, INC.

Also please find enclosed a self addressed envelope for the return of a copy of the filed articles.

Thank you for your attention to this matter.

Sincerely;



John S. Winnie

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -1 AM 8:34

10-2-97
WS

ARTICLES OF INCORPORATION

OF

SCHMIWEI, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT -1 AM 8:34

THE UNDERSIGNED acting as the sole incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the Corporation (the "Corporation") is SCHMIWEI, INC.

SECOND: The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, and the par value of each such share is one dollar, (\$1.00), amounting to One Thousand Dollars, (\$1,000.00).

FOURTH: The street address of the initial registered office of the Corporation is Winnie and Winnie Attorneys, Suite 211, 1100 Fifth Avenue South, Naples, FL 34102, and the name of its initial registered agent at such address is John S. Winnie.

FIFTH: The name and address of the sole incorporator is John S. Winnie, Suite 211, 1100 Fifth Avenue South, Naples, FL 34102. The sole incorporator shall have no interest in the corporation other than as organizational attorney and shall serve in such capacity until the adoption of resolutions organizing the Corporation.

SIXTH: Upon the offering or sale by the Corporation for cash of its shares of capital stock, including without limitation, warrants, subscription rights or options to acquire shares (collectively "convertible securities"), whether out of the number of shares of capital stock now authorized or out of shares

John S. Winnie
John S. Winnie