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Attorneys at Law

John & Winnie Elizabeth A. Winnie

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September 29, 1997

Secretary of State Corporate Division P.O. Box 6237 Tallahassee, Fl 32314 700002308317--E -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 **SCHMIWEI, 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

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SECRETARY OF STATE

## ARTICLES OF INCORPORATION

<u>OF</u>

## SCHMIWEI, INC.

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 SCHMIWEL, 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

of capital stock of the corporation acquired by it after issuance, each shareholder shall have the preemptive right to the fullest extent provided by law and the provisions of these Articles of Incorporation to purchase such shares or convertible securities in proportion to the number of shares held by such shareholder, within the time and on the terms fixed by the Board of Directors of the Corporation.

**SEVENTH:** The principle office of the corporation shall be located at 1836 Maywood Court, Marco Island, FL 34145

IN WITNESS WHEREOF, The undersigned, being the sole incorporator hereinbefore named, solely for the purpose of forming a corporation under the Florida General Corporation Act has executed these Articles of Incorporation this 29th day of September, 1997.

John S. Winnie ole Incorporator

STATE OF FLORIDA )

ss:

COUNTY OF COLLIER )

The foregoing instrument was acknowledged before me this 30th day of <u>September</u>, 1997 by John S. Winnie as sole incorporator of <u>SCHMIWEI</u>, <u>INC</u>,



Notary Public

My commission expires :\_\_\_\_\_\_\_, 199\_\_\_.

I, John S. Winnie, having been designated to act as Registered agent, hereby agree to act in this capacity.

John S. Winnie