

P97000087355



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 559608 157855A

AUTHORIZATION :

Patricia Kyzio

COST LIMIT : \$ 122.50

ORDER DATE : October 9, 1997

ORDER TIME : 11:0 AM

ORDER NO. : 559608-005

CUSTOMER NO: 157855A

CUSTOMER: Raymond L. Schumann, Esq
RAYMOND L. SCHUMANN, P.A.

Suite 300
7370 College Parkway
Fort Myers, FL 33907

700002316477--8

DOMESTIC FILING

NAME: NEW AGE PRO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 OCT -9 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT -9 PM 12:14
SECRETARY OF CORPORATION
L SN OCT -9 1997. 6

ARTICLES OF INCORPORATION

OF

NEW AGE PRO, INC.

FILED
OCT -9 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is **NEW AGE PRO, INC.**

ARTICLE II

BUSINESS TO BE TRANSACTED

The nature of the business to be transacted by the corporation is:

To engage in the Production, Manufacturing, Distributionm Wholesale , Retail, Importing and Exporting of Textiles, Household items and Magnet Items and the Related Services with these business functions:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; and

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the state of Florida and all other states and countries; and

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required; and

To purchase the corporate assets of any other corporation and engage in the same other character of business; and

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which incorporation's may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

This corporation shall be authorized to issue **5000 (Five Thousand)** shares of common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist in perpetuity.

ARTICLE V

PRINCIPLE OFFICE

This corporation shall have its principle office in the city of Fort Myers, county of Lee, State of Florida, at **11000-6 Metro Parkway, Fort Myers, Florida, 33912**. The mailing address for the corporation is **11000-6 Metro Parkway, Fort Myers, Florida, 33912**.

ARTICLE VI

REGISTERED AGENT OFFICE

The street address of the registered office of this corporation in the state of Florida is **11000-6 Metro Parkway, Fort Myers, Florida, 33912**. The directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is **Rainer Bogner** whose address is **11000-6 Metro Parkway, Fort Myers, Florida 33912**.

ARTICLE VII

DIRECTORS

This corporation shall have **2 (Two)** directors, initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders.

DIRECTORS:

Gabriele Selle
11000-6 Metro Parkway
Fort Myers, Florida 33912

Rainer Bogner
11000-6 Metro Parkway
Fort Myers, Florida 33912

ARTICLE VIII

INCORPORATORS

The incorporators to these Articles of Incorporation are:

Gabriele Selle
11000-6 Metro Parkway
Fort Myers, FL 33912

Rainer Bogner
11000-6 Metro Parkway
Fort Myers, FL 33912

ARTICLE IX

CORPORATE OFFICERS

The following-named persons shall hold the indicated offices of the corporation for the first year, from the date of incorporation or until their successors are elected and qualified:

Gabriele Selle; President, Secretary
11000-6 Metro Parkway
Fort Myers, FL 33912

Rainer Bogner; Vice President, Treasurer
11000-6 Metro Parkway
Fort Myers, FL 33912

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this
day of 10-3, 1997.

Gabriele Selle (SEAL)
GABRIELE SELLE
Incorporator

Rainer Bogner (SEAL)
RAINER BOGNER
Incorporator

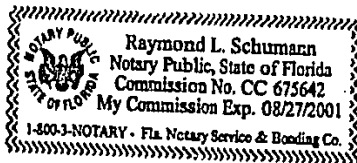
STATE OF Florida

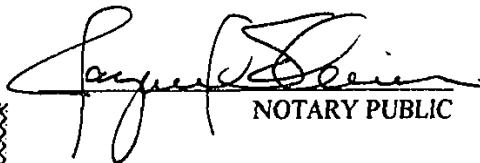
COUNTY OF Lee

BEFORE ME, the undersigned authority, personally appeared GABRIELE SELLE and RAINER Bogner who acknowledged before me that they executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed. BOTH PRESENTED FL. DRIVER'S License.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3RD day of October, 1997.

My commission expires:




NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

RAINER BOGNER having been named as the registered agent in the foregoing Articles of Incorporation of NEW AGE PRO, INC., to accept serve of process for the corporation at 11000-6 METRO PARKWAY, FORT MYERS, FLORIDA, 33912, hereby agrees to act as the registered agent and comply with the laws of the state of Florida relative to such position.

DATED this _____ day of Oct. 3, 1997, 1997

Rainer Bogner
RAINER BOGNER
Registered Agent

FILED
97 OCT -9 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA