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Paul Kiever  
3200 North Federal Highway,  
Boca Plaza Suite 206-9  
Boca Raton, FL 33431  
Tel.: (561) 394-3300 Fax: (561) 394-5802

Via Priority Mail

October 20, 1997

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

600002327546--B  
-10/23/97--01011--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation

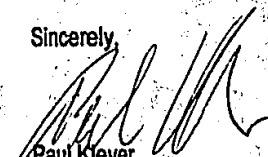
Enclosed please find the Articles of Incorporation of:

**Winchester Property Management Corp.**

A money order for the filing fees in the amount of \$ 70.- is also enclosed.

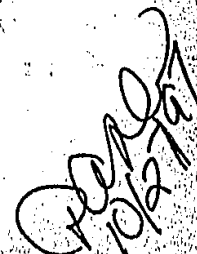
If you have any questions do not hesitate to contact me at (561) 394-3300

Sincerely,

  
Paul Kiever  
encl.

97 OCT 23 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED



# ARTICLES OF INCORPORATION

OF

## *Winchester Property Management Corp.*

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### ARTICLE 1 - NAME

The name of the Corporation is

*Winchester Property Management Corp.,*

(hereinafter, "Corporation").

### ARTICLE 2 - PURPOSE OF CORPORATION

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

### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3200 North Federal Highway, Suite 206-9, Boca Raton, Florida 33431 and the mailing address is the same.

### ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Paul Klever  
3200 N. Federal Hwy. Suite 206-9  
Boca Raton, Florida 33431

## ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Paul Klever
Vice President:	Egon Hellmann
Secretary:	Paul Klever
Treasurer:	Egon Hellmann

whose addresses shall be the same as the principal address of the Corporation.

## ARTICLE - 6 - CORPORATION INDEMNIFICATION PLAN

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suite, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

## ARTICLE 7 - DIRETOR (S)

The Director(s) of the Corporation shall be:

**Paul Klever**

whose addresses shall be the same as the principal address of the Corporation.

## **ARTICLE 8 - CORPORATE CAPITALIZATION**

1. The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

2. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

3. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is:

3200 North Federal Highway, Suite 206-9, Boca Raton, Florida 33431

The name and address of the registered agent of this Corporation is:

**Paul Klever**

3200 North Federal Highway, Boca Raton Florida 33431

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-laws.

#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

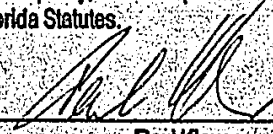
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 20<sup>th</sup> day of October 1997

  
Paul Klever, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



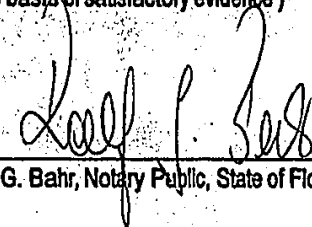
Paul Klever

The foregoing instrument was acknowledged before me this 20 day of October 1997 by Paul Klever who is personally known to me ( or proved to me on the basis of satisfactory evidence )

Florida Drivers License K 416-680-50-091-0



**RALF G. BAHR**  
COMMISSION # CC 463713  
EXPIRES 11/14, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Ralf G. Bahr, Notary Public, State of Florida

FILED  
97 OCT 23 11:10:49  
TALLAHASSEE, FLORIDA  
ALE