

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 NOV -5 PM 2:02

PASSILO CORPORATION

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****122.50 ****122.50

Signature _____

Requested by: DR

Name _____

Date 10/31

Time 2:46

Walk-In _____

Will Pick Up _____

_____ Art of Inc. File	EFFECTIVE DATE
_____ LTD Partnership File	<u>11-01-97</u>
_____ Foreign Corp. File	
_____ L.C. File	
_____ Fictitious Name File	
_____ Trade/Service Mark	
_____ Merger File	
_____ Art. of Amend. File	
_____ RA Resignation	
_____ Dissolution / Withdrawal	
_____ Annual Report / Reinstatement	
<input checked="" type="checkbox"/> _____ Cert. Copy	RECEIVED 97 OCT 31 PM 2:58 DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
_____ Photo Copy	
_____ Certificate of Good Standing	
_____ Certificate of Status	
_____ Certificate of Fictitious Name	
_____ Corp Record Search	
_____ Officer Search	
_____ Fictitious Search	
_____ Fictitious Owner Search	
_____ Vehicle Search	
_____ Driving Record	
_____ UCC 1 or 3 File	
_____ UCC 11 Search	
_____ UCC 11 Retrieval	
_____ Courier	

RP
11-5-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 3, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: AH (FLORIDA) INC.
Ref. Number: W97000024847

We have received your document for AH (FLORIDA) INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 097A00053019

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

97 NOV -5 PM 2:02

OF

PASSILO CORPORATION

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be PASSILO CORPORATION. The mailing address of the corporation is Sandcastle #1, 730 South Collier Blvd., Marco Island, Florida 34145.

ARTICLE II

DURATION

EFFECTIVE DATE
11-01-97

The corporation shall commence November 1, 1997, and shall have perpetual existence thereafter.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV

CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE V

INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME

ADDRESS

Margje de Lange

8092 Tiger Lily Drive
Naples, Florida 34113

ARTICLE VI

DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

Alexander Hesse

Orleansstraße 27
81667 München, Germany

ARTICLE VII

PREEMPTIVE RIGHTS.

The corporation elects to have preemptive rights, and every shareholder, upon the issuance by the corporation of authorized but unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the

issuance by the corporation of treasury stock, shall have the right to purchase a pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII

BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX

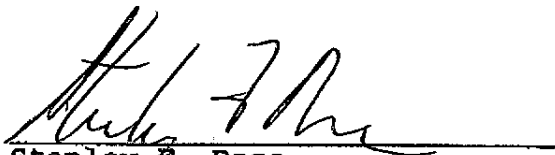
INCORPORATORS.

The name and the address of the person signing these Articles of Incorporation is as follows:

Stanley F. Rose

2110 Imperial G.C. Blvd.
Naples, Florida 34110

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 29th day of October, 1997.


Stanley F. Rose

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: _____

PASSILO CORPORATION

2. The name and street address of the registered agent and office is: _____

Margie de Lange
8092 Tiger Lily Drive
Naples, FL 34113

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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Melchor
Mdel