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MEMORANDUM

TO: Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

FROM: Linda Topping, Paralegal

DATE: November 4, 1997

RE: PEWO, INC.
Our File: P-8511

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-11/06/97--01017--010
****122.50 ****122.50

EFFECTIVE DATE

10.31.97

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned corporation, along with a \$122.50 check for the following:

Filing Fee:	\$	35.00
Certified copy of Charter		52.50
Registered Agent Filing Fee		<u>35.00</u>
	\$	122.50

Note that we have requested an effective date for the corporation of October 31, 1997.

Please file the Articles of Incorporation immediately and return the copy stamped by the Secretary of State reflecting the filing information to me at P.O. Drawer 120848, Clermont, FL 34712-0848.

Call if you have any questions regarding this matter.

Enclosures

cc: Denise Grimm (w/encl)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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11.6.97

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

of

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PEWO, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

EFFECTIVE DATE
10-31-97

The name and address of this corporation shall be: PEWO, INC., 13114 Paradise Boulevard, Clermont, FL 34711.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1000 shares of common stock each with a par value of \$10.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

ADDRESS

Peter Kohlruss

10 Nelkengass
2231 Strasshof, Austria

Wolfgang Huber

18 Neue Weltgasse
1130 Vienna, Austria

The names and addresses of the Director(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
Peter Kohlruss	10 Nelkengasse 2231 Strasshof, Austria
Wolfgang Huber	18 Neue Weltgasse 1130 Vienna, Austria

ARTICLE V
Officers

The initial officers of the corporation shall be a President, Vice President and Secretary-Treasurer, who shall be elected annually, and any other officers provided for in the Bylaws. The name of the persons who are to serve as officers of the corporation until the first election are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President:	Peter Kohlruss	10 Nelkengasse 2231 Strasshof, Austria
Vice President:	Wolfgang Huger	18 Neue Weltgasse 1130 Vienna, Austria

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;

(c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or

(d) Dissolution of the corporation.

ARTICLE VII Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

C. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

D. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

E. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin shall be October 31, 1997. This election is pursuant to Florida Statute 607.0203.

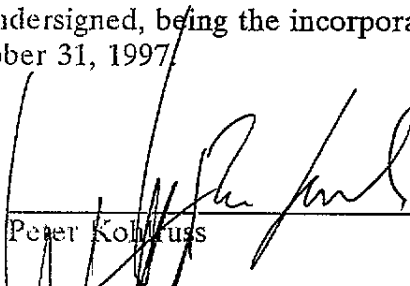
ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 13114 Skiing Paradise Blvd., Clermont, FL 34711. The name of the Registered Agent of this corporation is Denise Grimm at the above office address.

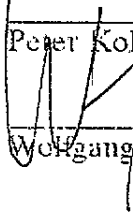
ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this October 31, 1997.



Peter Kohlmann

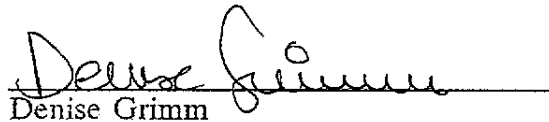


Wolfgang Huber

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

I hereby accept to act as initial Registered Agent for the above corporation, as stated in these Articles of Incorporation.

Dated: October 31, 1997


Denise Grimm

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