



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 635109 5490A

AUTHORIZATION : Patricia Kyzut

COST LIMIT : \$ 70.00

ORDER DATE : December 15, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 635109-005

CUSTOMER NO: 5490A

9000002371719--3

CUSTOMER: Ms. Suzanne Opatosky  
MASTRIANA & CHRISTIANSEN

2750 North Federal Highway

Fort Lauderdale, FL 33306

DOMESTIC FILING

NAME: GERMAN AMERICAN PURCHASING  
AGENCY, INC.

EFFECTIVE DATE: .

XXXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 15 PM 2:39

RECEIVED  
97 DEC 15 PM 12:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**

**German American Purchasing Agency, Inc.**

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**ARTICLE I - NAME**

The name of this corporation is German American Purchasing Agency, Inc.

**ARTICLE II - DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III - PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7500 shares of common stock of \$1.00 par value.

**ARTICLE V - PRINCIPAL OFFICE**

The principal office address of German American Purchasing Agency, Inc., is 2750 North Federal Highway, Fort Lauderdale, Florida 33306, which is the same address as the registered office of the corporation.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2750 North Federal Highway, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of this corporation at that address is MICHAEL ERIC CHRISTIANSEN.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The name and address of the

initial director of this corporation is:

MIKE WEISS  
c/o 2750 North Federal Highway  
Fort Lauderdale, Florida 33306

The name and address of the person signing these Articles is MICHAEL ERIC CHRISTIANSEN, 2750 North Federal Highway, Fort Lauderdale, Florida 33306.


ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - CONFLICTS OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any contract or transaction of this corporation; *provided*, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such other corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation not so interested. If there shall only be one director of the corporation at the time any meeting of the Board of Directors of this corporation would otherwise be required to authorize any such contract or transaction, and if the vote or consent of such interested director may not, by statute, be counted to authorize, approve or ratify the said act, contract or transaction, then and in that event, a majority of the shareholders of the corporation shall be authorized and empowered to authorize, approve or ratify any such act, contract or transaction with the same full force and effect as if the same had been authorized.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles  
of Incorporation this 12 day of December, 1997.

  
\_\_\_\_\_  
Michael Eric Christiansen

STATE OF FLORIDA

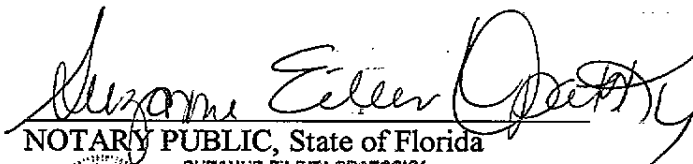
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:SS

COUNTY OF BROWARD

Personally appeared before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, MICHAEL ERIC CHRISTIANSEN, to me well known as the person described in and who executed and subscribed to the foregoing Articles of incorporation, and he acknowledged, before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 12  
day of December, 1997.

My Commission Expires:


  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
SUZANNE EILEEN OPATOSKY  
MY COMMISSION # 00383426 EXPIRES  
April 23, 1998  
BONDED THROUGH TRISTAR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA,**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT German American Purchasing Agency, Inc., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL  
PLACE OF BUSINESS AT CITY OF FORT LAUDERDALE HAS NAMED MICHAEL ERIC  
CHRISTIANSEN, AS RESIDENT AGENT, LOCATED AT 2750 NORTH FEDERAL  
HIGHWAY, FORT LAUDERDALE, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

SIGNATURE

  
MICHAEL ERIC CHRISTIANSEN

TITLE

SUBSCRIBER

DATE

12-12-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 15 PM 2:39

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

  
MICHAEL ERIC CHRISTIANSEN

DATE

12-12-97