

MILLIGAN & SIGNORELLA, P.A.

Attorneys and Counsellors at Law

TERRENCE O'RILEY SIGNORELLA

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South Florida Bank Building

1500 Colonial Boulevard

Fort Myers, Florida 33907

P9800014525

February 9, 1998

Return To  
FIVE POST

Attorney's Title

660 E. Jefferson Street Suite 200

Tallahassee, FL 32301

RE: SCHWINGHOFF, INC.

Dear Sir/Madam:

Please bring this to the Secretary of State for incorporation and when you have the papers back, please fax them to us the same day at (941) 275-6626 and return them by your courier service A.S.A.P.

Very truly yours,

John P. Milligan, Jr., Esq.

JPM/fks

Enclosures

FILED  
98 FEB 13 AM 10:25  
RECEIVED  
98 FEB 13 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

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February 9, 1998

Secretary of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: SCHWINGHOFF, INC.

Gentlemen:

Enclosed please find a check in the amount of \$122.50 to cover the cost of filing and certifying the enclosed Articles of Incorporation in regards to SCHWINGHOFF, INC.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,



John P. Milligan, Jr., Esq.

JPM/fks

Enclosures

**ARTICLES OF INCORPORATION  
OF  
SCHWINGHOFF, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be:

**SCHWINGHOFF, INC.**

**FILED**  
98 FEB 13 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The address of the principal office of this corporation shall be **1100 Sixth Avenue South, Suite 229, Naples, Florida 34102** and the mailing address of the corporation shall be **1500 Colonial Boulevard, Suite 103, Fort Myers, Florida 33907.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be 1500 Colonial Boulevard, Suite 103, Fort Myers, Florida 33907, and the name of the initial registered agent of the corporation is John P. Milligan, Jr.

#### **ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

#### **ARTICLE VII - DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **one (1)** Director, initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one nor more than five. The name and street address of the initial member of the Board of Directors is:

Ines Schwinghoff  
Blumenberger Str 14  
Magdeburg 39122, Germany

#### **ARTICLE VIII - INCORPORATORS**

The names and street addresses of the persons signing these Articles of Incorporation is:

John P. Milligan, Jr.  
1500 Colonial Boulevard, Suite 103  
Fort Myers, Florida 33907

  
JOHN P. MILLIGAN, JR.

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

John P. Milligan, Jr., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
JOHN P. MILLIGAN, JR.

**FILED**

**98 FEB 13 AM 10:55**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**