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GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN:

- FLORIDA  
- ILLINOIS  
- KANSAS  
- MONTANA

SUITE 200  
350 FIFTH AVENUE SOUTH  
NAPLES, FLORIDA 34102

BY APPOINTMENT ONLY

TEL (941) 262-7748  
FAX (941) 262-7144  
TEL/FAX (941) 434-9071

DEUTCHSPRACHIG  
GERMAN SPEAKING

February 18, 1998

Secretary of State  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
98 FEB 25 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: CNS ENTERPRISES OF SOUTHWEST FLORIDA, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Sincerely,

600002440566--8

-02/25/98-01064-009

\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Linda Brand for.*

Gudrun Maria Nickel, P.A.

GMN:hs

Enclosure

F. CHESSE

FEB 26 1998

GUDRUN MARIA NICKEL, P.A.  
ATTORNEY AT LAW

**ARTICLES OF INCORPORATION  
OF  
CNS ENTERPRISES OF SOUTHWEST FLORIDA, INC.**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - Name**

The name of the corporation is **CNS ENTERPRISES OF SW FLORIDA, INC.** The principal place of business of the corporation is 2316 Pine Ridge Road, Suite 314, Naples, Florida 34109. The mailing address of the corporation is 2316 Pine Ridge Road, Suite 314, Naples, Florida 34109.

**ARTICLE II - Commencement and Duration**

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III - Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV - Stated Capital - Classes of Stock**

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

**ARTICLE V - Special Provisions**

The corporation hereby makes the Subchapter S and IRC 1244 elections.

**ARTICLE VI - Stock Ownership**

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

**ARTICLE VII - Board of Directors**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be one (1) initial director as follows:

Peter von Sydow	2605 Magnolia Park Lane #201 Naples, Florida 34109
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## **ARTICLE VIII - Officers**

The initial officer(s) of the corporation shall be as follows:

Peter von Sydow - President/Treasurer/Secretary

## **ARTICLE IX - Indemnification**

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

## **ARTICLE X - Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

## **ARTICLE XI - Pre-emptive Rights**

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

## **ARTICLE XII - Amendment**

The Articles of Incorporation may be amended at any time pursuant to the requirements of F.S. 607.177, et seq., at any regular meeting or at a special meeting called for that purpose.

## **ARTICLE XIII - Incorporator**

The name and address of the Incorporator to these articles of incorporation is:

Gudrun Maria Nickel, P.A. 350 Fifth Avenue South, #200  
Naples, Florida 34102

## **ARTICLE XIV - Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is c/o Euro-American Financial Services, Inc., 5117 Castello Drive, Naples, Florida 34103, and the name of the initial registered agent of the corporation at that address is James W. Amburn

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these articles of incorporation this 18<sup>th</sup> day of February, 1998.

GUDRUN MARIA NICKEL, P.A.

By: 

GUDRUN MARIA NICKEL, President

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 18<sup>th</sup> day of February, 1998, by GUDRUN MARIA NICKEL, President of GUDRUN MARIA NICKEL, P.A., to me personally known (or who produced \_\_\_\_\_ as identification), who stated under oath that she is the person described in and who executed said instrument for the purposes therein expressed.



My Commission Expires:

Notary Public

Notary Stamp/Seal





Or Print Notary Name

Notary Number: \_\_\_\_\_

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



James W. Amburn

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98 FEB 25 AM 8:10  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE