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Requestor's Name
Address
City State ZIP Phone

[Signature]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-03/20/98-01019-019
***122.50 ***122.50

CORPORATION(S) NAME

Frankenwelder America, INC

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DIVISION OF CORPORATION

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K. Rolfe MAR 20 1998

Empire Toll Free: 1-800-432-3028

MARTIN J. FROLOW, P.A.
Attorney At Law
Practice Limited Exclusively to
U.S. IMMIGRATION AND NATURALIZATION LAW
Florida Bar Designated

Boulevard Building
1920 Palm Beach Lakes Boulevard, Suite #201
West Palm Beach, Florida 33409

FAX: (561) 478-6565
Telephone: (561) 478-1234

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

March 1, 1998

Re: Frankenwelder America, Inc.

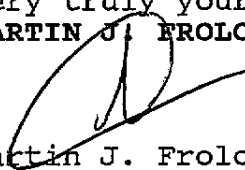
Dear Sir or Madam:

Please find enclosed our check in the amount of \$122.50 to cover the filing fees for the above named corporation. Please have the Certified Copy forwarded to our address:

Martin J. FroLOW, P.A.
Attorney at Law
1920 Palm Beach Lakes Blvd., Suite #201
West Palm Beach, Florida 33409-6523

Thank you for your kind attention to this matter.

Very truly yours,
MARTIN J. FROLOW P.A.


Martin J. FroLOW, Esq.
MJF:fm

Encl:

- 1)...Our Check in the Amount of \$122.50
- 2)...Original of Articles of Incorporation
- 3)...1 copy of these Articles of Incorporation.

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TALLAHASSEE, FLORIDA

**Article I
NAME**

The name of this Corporation is Frankenwaelder America, Inc..

**Article II
PURPOSE**

This Corporation is organized for the purpose of any and all lawful business in the State of Florida.

**Article III
DURATION**

This Corporation shall have perpetual existence.

**Article IV
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash 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 prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**Article V
CAPITAL STOCK**

This Corporation is authorized to issue 100 (ONE HUNDRED AND NO/100) shares of \$1.00 par value Common Stock.

**Article VI
INITIAL REGISTERED AGENT & OFFICE**

The name of the Initial Registered Agent is Tilman Held whose address is 5849 Okeechobee Blvd., Suite #201, West Palm Beach, Florida 33417.

**Article VII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have four (4) Director's initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names of the initial directors of this corporation are:

Lothar Held
Peter Tumbs
Jurgen Bangert
Tilman Held
with address at

5849 Okeechobee Blvd., Suite #201, West Palm Beach, Florida 33417

**Article VIII
OFFICERS**

The names and addresses of the Initial Officers of this Corporation are:

Lothar Held, President
Tilman Held, Executive Vice President
Peter Tumbs - Treasurer
Jurgen Bangert - Secretary
with address at

5849 Okeechobee Blvd., Suite #201, West Palm Beach, Florida 33417.

**Article IX
INCORPORATOR**

The name of the person signing these Articles of Incorporation is Lothar Held, President of 5849 Okeechobee Blvd., Suite #201, West Palm Beach, Florida 33417.

**Article X
AMENDMENTS**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereof, and any right conferred upon the shareholders is subject to this provision.

**Article XI
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation is 5849 Okeechobee Blvd., Suite #201, West Palm Beach, Florida 33417.

In Witness Of The Foregoing, I have hereunto set my hand and seal, this date of March 1, 1998.

X Lothar Held

Lothar Held, President
Incorporator

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TALLAHASSEE, FLORIDA

CERTIFICATE
Designating Change Of Place
Of Business Or Domicile
For The Service Of Process
Within The State Of Florida,
Naming Agent Upon Whom Process May be Served.

In of Chapter 48.091, Florida Statues, the following is submitted, in compliance with said Act:

FIRST - That Frankenwaelder America, Inc., qualified to do business under the Laws of the State of Florida, with its principal office at 5849 Okeechobee Blvd., Suite #201, West Palm Beach, Florida 33417,

HAS APPOINTED: Tilman Held as its Resident Agent to accept Service of Process within the State of Florida.

ACKNOWLEDGMENT: Having been named to accept Service of Process for the above stated Corporation, at place designated in this Certificate, I, Tilman Held, hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

X 

Tilman Held
5849 Okeechobee Blvd., Suite #201, West Palm Beach, Florida 33417

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TALLAHASSEE, FLORIDA