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March 22, 1998

FLORIDA DEPT. OF STATE
BUREAU OF CORP.
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32301

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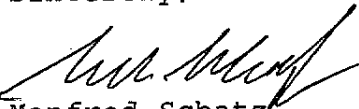
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SEC. OF STATE,

Enclosed are the Articles of Incorporation and filling fee for
Guenther Inc..

If there are any questions please do not hesitate to contact me
at (941-369-8888).

Sincerely,


Manfred Schatz

FILED
98 APR -6 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~6725~~
2544

F. CHESSEY APR 8 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 26, 1998

MANFRED SCHATZ
1140 LEE BLVD #103
LEHIGH, FL 33936

SUBJECT: GUENTHER, INC.
Ref. Number: W98000006725

FILED
98 APR -6 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GUENTHER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 998A00016244

ARTICLES OF INCORPORATION

The undersigned subscriber (s) to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is : GUENTHER, INC. OF LEHIGH ACRES.

ARTICLE II

The general nature of the business to be transacted by this corporation is to enter into:
Restaurant, Consulting,

ARTICLE III

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is:

20 Shares par value \$ 1.00

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of this corporation is:

M.E.Schatz

and the name of the initial registered agent of this corporation at that address is:

1140 Lee Blvd., #103, Lehigh, Fl. 33936

ARTICLE VI

This corporation shall have four director (s) initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name(s) and the address(es) of the initial director(s) of this corporation is (are):

Guenther Klaus Schantz P/D 902 Lee Blvd., Lehigh, Fl. 33936

Elfriede Schantz VP 902 Lee Blvd., Lehigh, Fl. 33936

Peter Schantz T 902 Lee Blvd., Lehigh, Fl. 33936

Bianca Schantz S 902 Lee Blvd., Lehigh, Fl. 33936

ARTICLES VII.

The name and the address of the person signing these articles is:

M.E. Schatz 1140 Lee Blvd., #103, Lehigh, Fl. 33936

ARTICLES VIII.

Every shareholder, upon sale for cash of any new stock of this corporation of that same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLES IX.

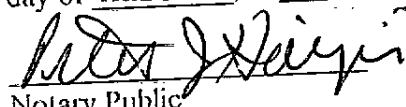
The Articles of Incorporation may be amended. Each amendment shall be approved by the Board of Directors and proposed to them by the Stockholders and approved at the Stockholders meeting by a majority of the stock entitled to vote thereon, or all of the stockholders may evidence their written approval, and that an instrument thereof may be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 23rd day of March,
1998.

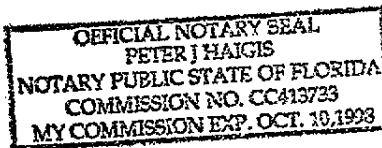
STATE OF) Florida
COUNTY OF) Lee

BEFORE ME, the undersigned authority, authorized to take
acknowledgements in the State and County set forth above, personally
appeared M.E. Schatz
known to me and known by me to be the person(s) who executed the
foregoing Articles of Incorporation, and he (they) acknowledged before
me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal, in the State and County aforesaid, this 23 rd
day of March, 1998.


Notary Public

My commission Expires:



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

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

First -- That GUENTHER, INC. OF LEHIGH ACRES

desiring to organize under the laws of the State of Florida with its principal office as indicated in
the Articles of Incorporation at

County of LEE

State of Florida has named Florida

located at 1140 Lee Blvd, .#103 (Street, Address, Post Office Box not acceptable)

City of Lehigh, County of Lee

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT). Having been
named to accept service of process for the above stated corporation, at place designated in this
certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said
Act relative to keeping open said office.

BY:

M.E. Schatz



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98 APR -6 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA