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LAW OFFICES OF  
SEEMANN & SCHUTT, P.A.

1105 Cape Coral Parkway East, Suite C  
Cape Coral, Florida 33904  
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Ernest A. Seemann  
Darrin R. Schutt  
*(also admitted in Georgia)*  
Christine F. Wright

June 22, 1999

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

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-06/25/99--01034--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

**RE: KRUSE CORPORATION**

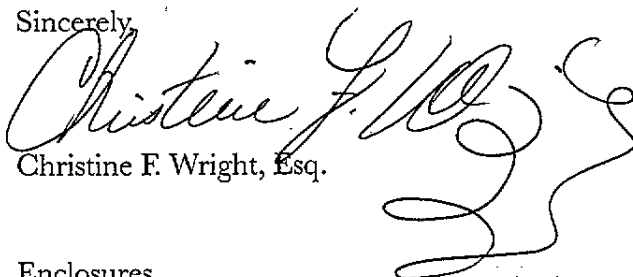
Dear Sir or Madam:

Enclosed herewith is an executed original and one copy of the Restated Articles of Incorporation and Certificate for the above referenced company, together with our check for \$43.75. Please return a certified photocopy of the Articles with the log-in stamp.

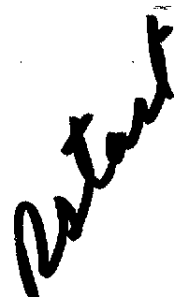
In addition, enclosed is an amended annual report for the corporation and a check for \$62.50 for the fee.

Should you have any questions, please contact me.

Sincerely,

  
Christine F. Wright, Esq.

Enclosures

  
FILED  
99 JUN 25 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. LEWIS JUN 29 1999

**RESTATED ARTICLES OF INCORPORATION  
OF  
KRUSE CORPORATION**

FILED  
99 JUN 25 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, GUDRUN KRUSE, files in the Office of the Secretary of State of the State of Florida, these Restated Articles of Incorporation, as by law provided.

**I. NAME:**

The name of this Corporation shall be: KRUSE CORPORATION. The principal place of business is c/o 1639 E. Cape Coral Parkway East, Suite 103, Cape Coral, FL 33904.

**II. COMMENCEMENT AND DURATION:**

The corporation shall have perpetual existence.

**III. BUSINESS:**

The general nature of the business and business to be transacted are as follows: To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

**IV. SHARES:**

The authorized capital stock of this Corporation shall consist of SEVEN THOUSAND FIVE HUNDRED (7500) shares of common stock, at ONE DOLLARS (\$1.00) par value per share.

## V. DIRECTORS:

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The directors are:

Gudrun Kruse-Glueck, Leipzigerstr. 6, D-64839 Muenster, Germany

Bernd Kruse, Leipzigerstr. 6, D-64839 Muenster, Germany

## VI. OFFICERS:

The officers of the corporation are:

Bernd Kruse President

Gudrun Kruse-Glueck Secretary/Treasurer

## VII. BY-LAWS

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

## VIII. INCORPORATOR

The name and address of the incorporator to these articles of incorporation is: Robert J. La Rocco, 1505 S.E. 40<sup>th</sup> Street, Suite C, Cape Coral, FL 33904.

## IX. REGISTERED AGENT

The name and street address of the registered agent is Christine F. Wright, Esq., 1105 Cape Coral Parkway East, Suite C, Cape Coral, FL 33904.

## X. GENERAL PROVISIONS:

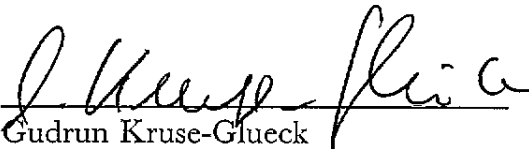
- (a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

**SUBSCRIBED** at Cape Coral, Florida, this 22<sup>nd</sup> day of June, 1999.

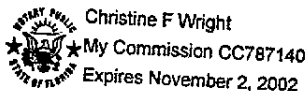
  
Gudrun Kruse-Glueck  
Director

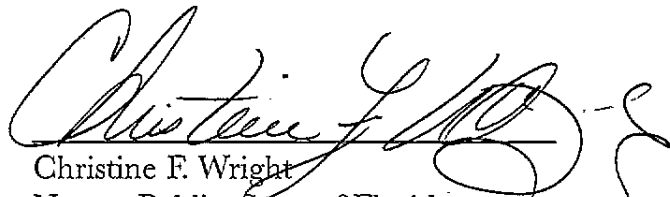
STATE OF FLORIDA                     )  
COUNTY OF LEE                     )

**I HEREBY CERTIFY** that on this 22<sup>nd</sup> day of June, 1999, before me, an officer duly qualified to take acknowledgments, personally appeared **GUDRUN KRUSE-GLUECK**, who produced Aust. Passport # A 0393014 as identification, and who executed the foregoing instrument, and acknowledged before me that she executed the same.

My Commission Expires:

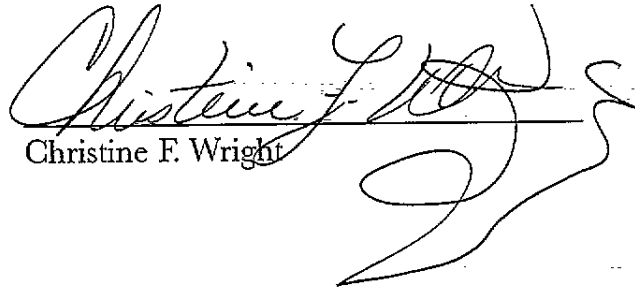
November 2, 2002



  
Christine F. Wright  
Notary Public, State of Florida  
Commission No.: CC787140

## **ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes.

  
Christine F. Wright

**CERTIFICATE OF CORPORATE RESOLUTION**  
**OF**  
**KRUSE CORPORATION**

The undersigned, Director of KRUSE CORPORATION, a Florida corporation, does hereby certify that the following resolutions have been adopted by the Corporation:

RESOLVED, that the Corporation has authorized the directors to file Restated Articles of Incorporation;

BE IT FURTHER RESOLVED, that the Corporation has adopted the following amendments to the Articles of Incorporation:

1. Article I: Name, is amended as follows:  
The principal place of business is c/o 1639 E. Cape Coral Parkway East, Suite 103, Cape Coral, FL 33904.

2. Article II: Commencement and Duration, is amended as follows:  
The corporation shall have perpetual existence.

3. Article III: Purpose, is amended as follows:

**III. BUSINESS:**

The general nature of the business and business to be transacted are as follows: To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects herein above mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the

laws of said State, and which now or hereafter may be authorized by law.

4. Article IV: Stated Capital - Classes of Stock, is amended as follows:

**IV. SHARES:**

The authorized capital stock of this Corporation shall consist of SEVEN THOUSAND FIVE HUNDRED (7500) shares of common stock, at ONE DOLLARS (\$1.00) par value per share.

5. Article V: Board of Directors, is amended as follows:

**V. DIRECTORS:**

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The directors are:

Gudrun Kruse-Glueck, Leipzigerstr. 6, D-64839 Muenster, Germany

Bernd Kruse, Leipzigerstr. 6, D-64839 Muenster, Germany

6. Article VI: Officers, is amended as follows:

**VI. OFFICERS:**

The officers of the corporation are:

Bernd Kruse President

Gudrun Kruse-Glueck Secretary/Treasurer

7. Article IX: Initial Registered Agent, is amended as follows:

**IX. REGISTERED AGENT**

The name and street address of the registered agent is Christine F. Wright, Esq., 1105 Cape Coral Parkway East, Suite C, Cape Coral, FL 33904.

8. Article X is added as follows:

**X. GENERAL PROVISIONS:**

- (a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.
- (b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.
- (c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.
- (d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

The above amendments were adopted by unanimous vote of the shareholders and directors of Kruse Corporation on June 22, 1999.

IN WITNESS WHEREOF, the undersigned has executed this certificate the 22nd day of June, 1999.

SEAL

KRUSE CORPORATION

BY:

  
GUDRUN KRUSE-GLUECK, Director



STATE OF FLORIDA           )  
COUNTY OF LEE            )

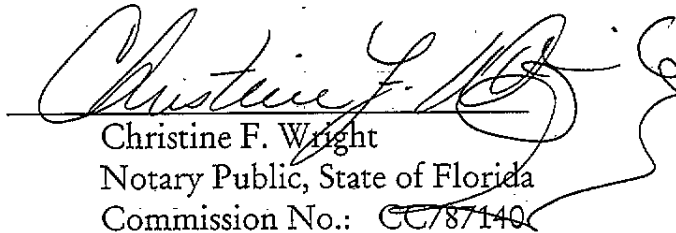
I HEREBY CERTIFY that on this 22<sup>nd</sup> day of June, 1999, before me, an officer duly qualified to take acknowledgments, personally appeared **GUDRUN KRUSE-GLUECK**, who produced Austria Passport # A 2393014 as identification, and who executed the foregoing instrument, and acknowledged before me that she executed the same.

My Commission Expires:

November 2, 2002



Christine F Wright  
My Commission CC787140  
Expires November 2, 2002

  
Christine F. Wright  
Notary Public, State of Florida  
Commission No.: CC787140