

ROBERT T. MAHER

ATTORNEY AT LAW

Civil Trial & Business Law
Immigration Law
Bankruptcy

P98000061792

July 9, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

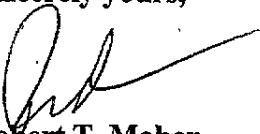
Re: DOMAS USA, Inc.

700002586807--9
-07/13/98--01030--005
****122.50 ****122.50

Dear Madam or Sir:

Enclosed is the Articles of Incorporation for the above named for profit corporation together with my check in the amount of \$ 122.50 for the filing fee, registered agent designation fee and certified copy fee.

Sincerely yours,


Robert T. Maher

Robert Maher GAVE
AUTHORIZATION BY PHONE TO
CORRECT home address
DATE 7-14-98
DOC. EXAM. CB



ARTICLES OF INCORPORATION

OF

DOMAS USA, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is DOMAS USA, Inc.

ARTICLE II. PRINCIPAL OFFICE.

**The principal place of business and mailing address of this corporation are
1601 JACKSON STREET, STE.201, FT. MYERS, FLA. 33901**

ARTICLE III. CAPITAL STOCK.

**The number of shares of stock that this corporation is authorized to have
outstanding at any one time is 1000, \$1.00 par value.**

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

**The name and address of the initial registered agent are Robert T. Maher, 1601
Jackson Street, Suite 201, Fort Myers, Florida 33901.**

ARTICLE V. INCORPORATORS.

**The name and street address of the incorporator of these articles of incorporation
is Gerard Gadigian, 1601 Jackson Street, Suite 201, Fort Myers, Florida 33901.**

ARTICLE VI. PURPOSE

**The purpose of the corporation is to engage in real estate investment and
development.**

ARTICLE VII. INDEMNIFICATION

**The corporation shall indemnify each officer and director to the fullest extent
permitted by Chapter 607, Fla. Stat.**

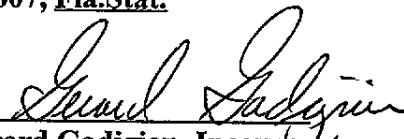
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. BY-LAWS

The power to enact, adopt, alter, repeal or amend by-laws shall be vested in the Board of Directors.

ARTICLE IX. DIRECTORS

There shall be one initial Director, who shall be Gerard Gadigian, 1601 Jackson Street, Suite 201, Fort Myers, Florida 33901. The shareholders of the corporation shall have the right to increase or decrease the number of directors by vote of a simple majority of the shareholders at a duly authorized shareholder meeting. Directors shall be elected by the shareholders in the manner set forth in Chapter 607, Fla.Stat.


Gerard Gadigian, Incorporator

DESIGNATION OF REGISTERED AGENT


Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Domas USA, Inc.
2. The name of the registered agent is Robert T. Maher.
3. The address of the registered agent/registered office is 1601 Jackson Street, Suite 201, Fort Myers, Florida 33901.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and designated to accept service of process

for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

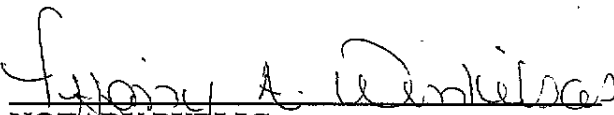

Robert T. Maher

Date: 6/29/98

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized by law in the state and county aforesaid to take acknowledgments, personally appeared Gerard Gadigian and Robert T. Maher, to me well known and known to be the person described in and who executed the above and foregoing instrument and he acknowledged before me that he executed same as his free and voluntary act and deed for the uses and purposes therein expressed.

WITNESS, my hand and official seal in the State and County aforesaid this 29th day of June, 1998.


NOTARY PUBLIC



TIFFANY A WINKELSAS
My Commission CC548276
Expires Apr. 08, 2000