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July 16, 1998

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Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/20/98--01051--009  
\*\*\*\*122.50 \*\*\*\*122.50

Re: G. P. Estein St. Augustine Corporation

Gentlemen:

Enclosed are Articles of Incorporation and Certificate of registered agent in connection with the captioned corporation. Also enclosed is a check to the Secretary of State in the amount of \$122.50 in payment of the following fees:

Filing Articles of Incorporation	\$ 35.00
Filing Registered Agent form	35.00
Certified copies	<u>52.50</u>
Total:	<u>\$122.50</u>

Please file the enclosed documents at your earliest convenience and issue certified copies of the Articles (extra copy enclosed). Your receipt and the certified copy of the Articles should be mailed to the undersigned at the address on this letterhead.

Thank you.

Sincerely,

  
Dean Vegosen

DV:jha  
Enclosures

cc: Lothar Estein

FILED  
98 JUL 20 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9/17-21-98

ARTICLES OF INCORPORATION  
OF  
G. P. ESTEIN ST. AUGUSTINE CORPORATION

FILED  
98 JUL 20 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this corporation shall be G. P. ESTEIN ST. AUGUSTINE CORPORATION.

ARTICLE II - Principal Address

The principal address of this corporation shall be:

c/o Estein & Associates USA, Ltd.  
5211 International Drive  
Orlando, Florida 32819

This corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE III - Duration

This corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE IV - Purpose

This corporation is organized for the purpose of transacting any or all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE V - Capital Stock

The authorized capital stock of the corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash or other property of any previously unissued 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Registered Office and Agent

The street address of the initial registered office of this corporation is 10th Floor, 500 South Australian Avenue, West Palm Beach, Florida 33401 (Attention: Dean Vegosen) and the name of the initial registered agent of this corporation at that address is Lewis, Vegosen, Rosenbach, Silber & Dunkel, P.A.

ARTICLE VIII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time

to time but the number shall never be less than one (1) nor more than five (5). The name and address of the initial director of this corporation is:

Lothar Estein  
Estein & Associates USA, Ltd.  
5211 International Drive  
Orlando, Florida 32819

#### ARTICLE IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Dean Vegosen  
Lewis, Vegosen, Rosenbach, Silber & Dunkel, P.A.  
500 S. Australian Avenue, 10th Floor  
West Palm Beach, Florida 33401

#### ARTICLE X - Right of Assignment

The original incorporator of this corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any person or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in rights, liabilities and duties entailed by said subscribers, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.


#### ARTICLE XI - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the Board of Directors.

ARTICLES XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation before issuance of any stock to the shareholders.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal, this 15 day of July, 1998

  
Dean Vegosen

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF PALM BEACH )

I hereby certify that on this day personally came and appeared before me, the undersigned authority, Dean Vegosen, who is personally known to me, known to me to be the person named in and who acknowledged to me that he executed the foregoing Articles of Incorporation as a free and voluntary act and deed and for the uses and purposes therein set forth and express.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 15 day of July, 1998.

  
Notary Public



JEANNE APLINGTON  
MY COMMISSION # CC483614 EXPIRES  
August 12, 1999  
BONDED THROUGH TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING 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 G. P. ESTEIN ST. AUGUSTINE CORPORATION, desiring  
to organize under the laws of the State of Florida with its  
principal office, as indicated in the Articles of Incorporation,  
has named Lewis, Vegosen, Rosenbach, Silber & Dunkel, P.A., which  
is located at 10th Floor, 500 South Australian Avenue, City of West  
Palm Beach, County of Palm Beach, State of Florida (Attention:  
Dean Vegosen), as its agent to accept service of process within  
this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at the 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.

LEWIS, VEGOSEN, ROSENBAACH, SILBER &  
DUNKEL, P.A.

By: 

Dean Vegosen

FILED  
98 JUL 20 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA