

TRANSMITTAL LETTER

P980000 72441

Department of State  
Devison of Corporations  
P.O. Box 6327  
Tallahassee , Fl 32314

Date : 08/13/1998

Subject : Josef Zachbauer , Inc. ( proposed corporate name )

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

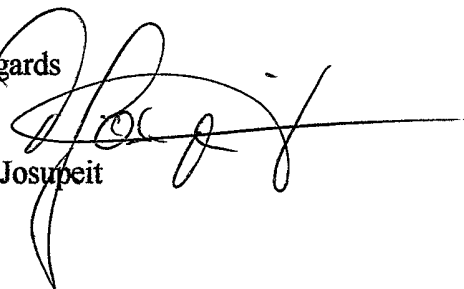
\$ 78.75 Filing Fee & Certificate

FROM : Torsten Josupeit  
1100 Sixth Avenue South , Suite 229  
P.O. Box 250  
Naples , Fl. 34102

100002618081-9  
-08/17/98-01139-029  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Please send the certificate and the articles to my address.

Best Regards



Torsten Josupeit

APPROVED  
AND  
FILED  
98 AUG 17 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK AUG 19 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**JOSEF ZACHBAUER , INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 AUG 17 PM12:33

APPROVED  
AND  
FILED

The undersigned incorporater hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be :

**JOSEF ZACHBAUER , INC.**

The address of the principal office of this corporation shall be **1100 Sixth Avenue South , Suite 229 , Naples , Florida 34102** and the mailing address of the corporation shall be 1100 Sixth Avenue South , Suite 229 , Naples , Florida 34102 .

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States , the State of Florida , or any other state , country or nation .

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 6,000 shares of common stock having \$ 1,000 par value per share .

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be 1100 Sixth Avenue South , Suite 229 , Naples , Florida 34102 , and the name of the initial registered agent of the corporation is Torsten Josupeit .

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE VII - DIRECTORS**

All corporate powers shall be exercised by or under the authority of , and the business and affairs of the corporation managed under the direction of its Board of Directors , subject to any limitation set forth in these Articles of Incorporation . This corporation shall have **one (1)** Director , initially . The number of Directors may be increased or decreased from time to time by vote of the stockholders , but in no case shall the number of Directors be less than one or more than five . The name and street address of the initial member of the Board of Directors is:

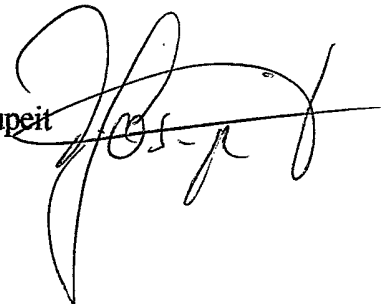
**Josef Zachbauer  
Hirtenburg 16  
29308 Winsen / Aller  
Germany**

**ARTICLE VIII - INCORPORATORS**

The names and street address of the persons signing these Articles of Incorporation is :

**Torsten Josupeit  
1100 Sixth Avenue South, Suite 229  
Naples , Florida 34102**

Torsten Josupeit

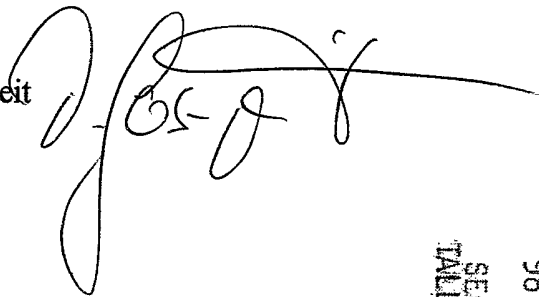
A handwritten signature in black ink, appearing to read 'T. Josupeit', is written over the printed name 'Torsten Josupeit'.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN**

**ARTICLES OF INCORPORATION**

Torsten Josupeit ,having a business office identical with the registered office of the corporation named above , and having been designated as the Registered Agent in the above foregoing Articles , is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505 , Florida Status.

Torsten Josupeit

A handwritten signature in black ink, appearing to be 'T. Josupeit', written over a horizontal line.

98 AUG 17 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED