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GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW

ADMITTED TO PRACTICE IN:

- FLORIDA
- ILLINOIS
- KANSAS
- MONTANA

DEUTSCHSPRACHIG
GERMAN SPEAKING

BY APPOINTMENT ONLY

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October 2, 1998

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*****70.00 *****70.00

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

RE: US-FIGHT, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-named corporation, (original and one copy) along with our check in the total amount of \$70.00 for filing (certified copy not required). Please return the file-stamped copy of the Articles to this office at your earliest convenience.

Thank you.

Sincerely,

Gudrun M. Nickel

GMN/hs
Enc.

Juergen Schmidt
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *RA*
DATE *10-9-98*
DOC. EXAM *CB*

FILED
98 OCT - 8 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*CP 98
10-4*

GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW

**ARTICLES OF INCORPORATION
OF
US-FIGHT, INC.**

FILED
98 OCT -8 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the corporation is **US-FIGHT, INC.** The principal place of business of the corporation is 846 S.E. 9th Street, Cape Coral, Florida 33990. The mailing address of the corporation is 846 S.E. 9th Street, Cape Coral, Florida 33990.

ARTICLE II - Commencement and Duration

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 1000 shares of common stock at \$1.00 par value.

ARTICLE V - Stock Ownership

In the event stock is held jointly by more than one person or entity, one owner of that jointly-held stock shall be designated as the owner authorized to cast his or her vote.

ARTICLE VI - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall initially be managed under the direction of, the board of directors of corporation. There shall be two (2) initial director(s) as follows:

JUERGEN SCHMIDT

158 S.E. 5th Street
Cape Coral, FL 33990

KLAUS SENFTINGER

1306 S.E. 16th Terrace
Cape Coral, FL 33990

ARTICLE VIII - Officers

The initial officer(s) of the corporation shall be as follows:

JUERGEN SCHMIDT	- President
KLAUS SENFTINGER	- President
PETRA SCHMIDT	- Secretary
HILTRUD SENFTINGER	- Treasurer

ARTICLE IX - Indemnification

The corporation shall indemnify any officer or director, or person exercising powers and duties of an officer or director, to the full extent now or hereafter permitted by law.

ARTICLE X - Bylaws

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

ARTICLE XI - Pre-emptive Rights

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE XII - Amendment

The Articles of Incorporation may be amended at any time pursuant to the requirements of Florida Statutes, at any regular meeting or at a special meeting called for that purpose.

ARTICLE XIII - Incorporator

The name and address of the Incorporator to these articles of incorporation is:

GUDRUN MARIA NICKEL, P.A.	350 Fifth Avenue South
	Suite 200
	Naples, FL 34102

ARTICLE XIV - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 846 S.E. 9th Street,

Cape Coral, FL 33990, and the name of the initial registered agents of the corporation at that address are Juergen Schmidt.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 2ND day of OCTOBER, 1998.

GUDRUN MARIA NICKEL, P.A.

By: Gudrun M. Nickel

Gudrun M. Nickel

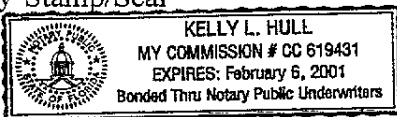
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 2ND day of OCTOBER, 1998, by Gudrun M. Nickel, as President of Gudrun Maria Nickel, P.A., to me personally known (or who produced _____ as identification), who stated under oath that s/he is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires:

Kelly L. Hull
Notary Public

Notary Stamp/Seal



Kelly L. Hull
Type or Print Notary Name

Notary Number: _____

We are hereby familiar with and accept the duties and responsibilities as registered agent for US-FIGHT, INC.

Juergen Schmidt
JUERGEN SCHMIDT

FILED
98 OCT - 8 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA