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H. S. BLAIR & ASSOCIATES, INC.

1505 S.E. 40TH STREET, SUITE C, CAPE CORAL FL 33904  
TEL. (941) 549-9499 FAX (941) 549-5133

Wednesday, November 18, 1998

Secretary of State  
Corp. Division  
P. O. Box 6327  
Tallahassee FL 32314

100002693441-3  
-11/23/98-01045-006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re.: WATERFRONT IMMOBILIEN, INC.

Ladies and Gentlemen:

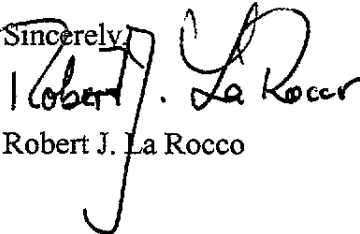
We submit the Articles of Incorporation for WATERFRONT IMMOBILIEN, INC. for filing, together with a check in the amount of \$70.00.

Please return the second copy of the Articles of Incorporation stamped / certified to the following address:

WATERFRONT IMMOBILIEN, INC.  
1505 S.E. 40th Street, Suite C  
Cape Coral FL 33904

If you should have any questions, please call us at (941) 549-9499.

Sincerely,

  
Robert J. La Rocco

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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11-25-98  
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**ARTICLES OF INCORPORATION  
OF  
WATERFRONT IMMOBILIEN, INC.**

The undersigned hereby adopt 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 WATERFRONT IMMOBILIEN, INC.. The principal place of business is 621 Cape Coral Parkway E., Cape Coral, FL, 33904. The mailing address of the corporation is 621 Cape Coral Parkway E., Cape Coral, FL, 33904.

**ARTICLE II - Commencement and Duration**

The corporation is to commence its existence on the date of filing, and shall have perpetual existence thereafter until dissolved by 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 7,500 shares of common stock at \$1.00 par value.

**ARTICLE V - 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 one initial director as follows:

ROBERT J. LA ROCCO                      1505 S.E. 40th Street, Suite C  
Cape Coral FL 33904

**ARTICLE VI - Officers**

The initial officers shall be as follows:

President	ROBERT J. LA ROCCO
Secretary	ROBERT J. LA ROCCO
Treasurer	ROBERT J. LA ROCCO

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### **ARTICLE VII - By-Laws**

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

### **ARTICLE VIII - Incorporator**

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

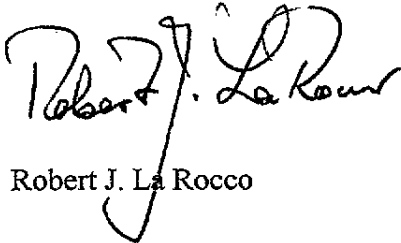
ROBERT J. LA ROCCO

1505 S.E. 40th Street, Suite C  
Cape Coral FL 33904

### **ARTICLE IX - Initial Registered Agent**

The street address of the initial registered office and agent of the corporation is 1505 S.E. 40th Street, Suite C, Cape Coral FL 33904, and the name of the initial registered agent at that address is Mr. Robert J. La Rocco

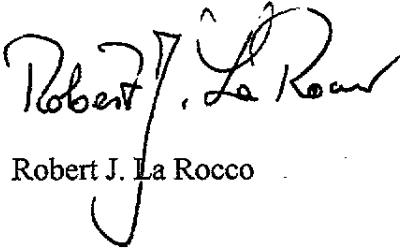
**IN WITNESS WHEREOF**, the undersigned, as incorporator, hereby executes these Articles of Incorporation on this 18th day of NOVEMBER, 1998.

A handwritten signature in black ink, appearing to read "Robert J. La Rocco", with a stylized flourish at the end.

Robert J. La Rocco

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Robert J. La Rocco, having a business office identical with the registered office of the corporation name, and having been designated as the registered agent in the Articles of Incorporation, of WATERFRONT IMMOBILIEN, INC., is familiar with and accepts the obligations of the position of registered agent under the applicable provisions of the Florida Statutes.

A handwritten signature in black ink, appearing to read "Robert J. La Rocco", written in a cursive style.

Robert J. La Rocco

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