



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 050572 7126668

AUTHORIZATION : *Theresa Pijet*

COST LIMIT : \$ 70.00

ORDER DATE : December 2, 1998

ORDER TIME : 10:13 AM

ORDER NO. : 050572-005

CUSTOMER NO: 7126668

200002716162--7

CUSTOMER: Mr. James Amburn  
EURO-AMERICAN FINANCIAL  
EURO-AMERICAN FINANCIAL  
Suite 1  
5117 Castello Drive  
Naples, FL 34103

DOMESTIC FILING

NAME: BINGENHEIMER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

*g* 12/18/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 DEC 18 PM 4:23

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98 DEC 18 PM 12:45

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DIVISION OF CORPORATIONS  
98 DEC 18 PM 4:23

ARTICLES OF INCORPORATION  
OF

BINGENHEIMER, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

BINGENHEIMER, INC.

The address of the principal office of this corporation shall be 5117 Castello Drive, Suite 1, Naples, Florida 34103, and the mailing address of the corporation shall be the same.

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, territory 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 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5117 Castello Drive, Suite 1, Naples, Florida 32301, and the name of the initial registered agent of the corporation at that address is James W. Amburn.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. 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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Erich Bingenheimer	5117 Castello Drive, Suite 1, Naples, Florida 34103
Brigitte Bingenheimer	5117 Castello Drive, Suite 1, Naples, Florida 34103

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on December 18, 1998.

Deborah D. Skipper

It's Agent, Deborah D. Skipper  
Incorporator

DBC/SARA LEA

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ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

James W. Amburn, an individual residing in this  
state, having a business office identical with the registered  
office of the corporation named below, and having been  
designated as the Registered Agent in the above and foregoing  
Articles of Incorporation of:

BINGENHEIMER, INC.

James W. Amburn is familiar with and accepts the  
obligations of the position of Registered Agent under Section  
607.0505, Florida Statutes.

By: 

Typed Name: James W. Amburn