



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 167261 7126668

AUTHORIZATION :

*Patricia Papp*

COST LIMIT : \$ 70.00

ORDER DATE : March 12, 1999

ORDER TIME : 10:14 AM

ORDER NO. : 167261-015

400002811994-15

CUSTOMER NO: 7126668

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

DOMESTIC FILING

NAME: MARCO INVESTMENT &  
DEVELOPMENT, 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: Robert Maxwell

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 19 PM 3:41

*J. 3/19/99*

DIVISION OF CORPORATION

99 MAR 19 AM 11:24

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 19 PM 3:41

ARTICLES OF INCORPORATION  
OF

MARCO INVESTMENT & DEVELOPMENT, 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:

MARCO INVESTMENT & DEVELOPMENT, INC.

The address of the principal office of this corporation shall be 5177 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 1,000 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 34103, 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:

Hans Zillmer	5117 Castello Drive, Suite 1
Director	Naples, Florida 34103

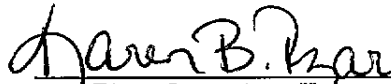
Renate Zillmer	5117 Castello Drive, Suite 1
Director	Naples, Florida 34103

ARTICLE VII. INCORPORATOR

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

The Company Corporaiton  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these  
Articles of Incorporation on March 19, 1999.



Its Agent, Karen B. Rozar

rwm

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99 MAR 19 PM 3:41

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:

MARCO INVESTMENT & DEVELOPMENT, 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