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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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September 20, 1999

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

RE: ^{DEMA} D & M Investment, Inc.

200002995812--9
-09/24/99--01021--011
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above-named corporation, as well as our check for filing. Please return the file-stamped copy to the undersigned.

Thank you.

Sincerely,

Gudrun M. Nickel

GMN/hs
Enclosure

FILED
99 SEP 24 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW

9-25
KC

ARTICLES OF INCORPORATION

OF

DEMA INVESTMENT, INC.

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 DEMA INVESTMENT, INC. The principal place of business of the corporation is 3510 Rockerman Road, Miami, Florida 33133. The mailing address of the corporation is 3510 Rockerman Road, Miami, Florida 33133.

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 one (1) initial director(s) as follows:

ROMAN DEGEN

3510 Rockerman Road
Miami, Florida 33133
U.S.A.

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TALLAHASSEE, FLORIDA

ARTICLE VIII - Officers

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

ROMAN DEGEN

- President/Secretary/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:

GUUDRUN 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 3510 Rockerman Road, Miami, Florida 33133, and the name of the initial registered agent of the corporation at that address is Roman Degen.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes

these Articles of Incorporation this 20th day of SEPT., 1999.

GUDRUN MARIA NICKEL, P.A.

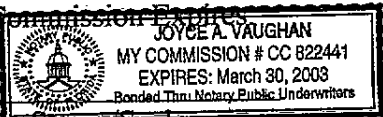
By: 

Gudrun M. Nickel

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was subscribed to before me this 20th day of SEPT., 1999, 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



Notary Stamp/Seal


Notary Public

JOYCE A. VAUGHAN

Type or Print Notary Name

Notary Number: CC 822441

We are hereby familiar with and accept the duties and responsibilities as registered agent for DEMA INVESTMENT, INC..

→

by: 

Roman Degen