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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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December 6, 1999

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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: **BETZ MANAGEMENT, 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.

FILED
99 DEC -9 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GUDRUN MARIA NICKEL, P.A.
ATTORNEY AT LAW

12-13
WC

**ARTICLES OF INCORPORATION
OF
BETZ MANAGEMENT, INC.**

99 DEC -9 PM 2:43
FILED
SECRETARY OF
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Amended 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 **BETZ MANAGEMENT, INC.** The principal place of business of the corporation is 24889 Segovia CT, Bonita Springs, Florida 33923. The mailing address of the corporation is 24889 Segovia CT, Bonita Springs, Florida 33923.

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 initial director as follows:

HELMUT BETZ

24889 Segovia CT
Bonita Springs, Florida 33923

BRIGITTE BETZ

same

ARTICLE VII - Officers

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

HELMUT BETZ - President/Treasurer

BRIGITTE BETZ - Vice President/Secretary

ARTICLE VIII - 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 IX - Bylaws

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

ARTICLE X - 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 XI - 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 XII - 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 XIII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 24889 Segovia CT, Bonita Springs, Florida 33923., and the name of the initial registered agent of the corporation at that address is Helmut Betz.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 6th day of December 1999.

GUDRUN MARIA NICKEL, P.A.

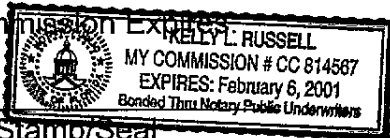
By: 

Gudrun M. Nickel


STATE OF FLORIDA
COUNTY OF COLLIER

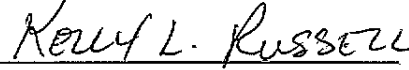
The foregoing instrument was subscribed to before me this 6 day of December 1999, by Gudrun M. Nickel, as President of Gudrun Maria Nickel, P.A., to me personally known (or who produced _____ as identification), who stated under oath that s/he is the person described in and who executed said instrument for the purposes therein expressed.

My Commission Expires



Notary Stamp/Seal


Notary Public


Type or Print Notary Name
Notary Number: CC 814567

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

by: 

Helmut Betz