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GIBSON, CRICK, MILLER, WHITLEY & SULLIVAN
A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

SUITE 1000, BARNETT PLAZA
101 EAST KENNEDY BOULEVARD, P. O. BOX 1068
TAMPA, FLORIDA 33601-1368
813-229-7844

September 8, 1997

IN REPLY REFER TO:
E80/971041

FILED
SEP 9 11 52
TALLAHASSEE, FLORIDA

VIA US EXPRESS MAIL

New Filing Section
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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*****175.00 *****175.00

Re: European Brookfield, Inc.

Ladies and Gentlemen:

Enclosed please find three (3) originals of the Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$192.50 broken down as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Two (2) Certified Copies of Articles	<u>105.00</u>
TOTAL	\$175.00

Kindly file one original of the Articles of Incorporation and certify the remaining two originals. Once filing is completed, please forward the certified copies of the Articles of Incorporation to the undersigned in the enclosed self-addressed postage prepaid US Express Mail envelope.

Very truly yours,

Jacqueline B. Whitley
Jacqueline B. Whitley
JBW/ss

Enclosures

cc: European Brookfield, Inc. (with enclosure via facsimile)
corp@artfile.it

*COMO
9/11/97*

**ARTICLES OF INCORPORATION
OF
EUROPEAN BROOKFIELD, INC.**

FILED
97 SEP -9 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby makes, subscribes and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ITEM 1. NAME OF CORPORATION.

1.01 Name - The name of this corporation shall be EUROPEAN BROOKFIELD, INC.

ITEM 2. GENERAL PURPOSES AND NATURE OF BUSINESS.

2.01 Purposes and Powers - The general purposes for which this corporation is organized and the general nature of the business to be transacted by this corporation is to do all things natural persons might or could lawfully do in the premises, including without limitation the following:

- (1) To engage in the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.
- (2) To purchase, issue, own, hold, sell, draw, accept and discount bonds, shares of stock of all kinds, including shares of this corporation, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or choses in

action, including the power to exercise all the rights and privileges of owner or owners thereof;

(3) To borrow or raise money for any of the purposes of this corporation, in such amounts as the Board of Directors may from time to time determine; to issue bonds, debentures, notes or other obligations of any nature, and in any manner for monies so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, either at the time owned or thereafter acquired or in any other manner;

(4) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct; to pay for the same in cash or shares or bonds of the corporation or otherwise; to hold, utilize or in any manner dispose of the whole or any part of the rights and properties so acquired and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the rights and properties so acquired and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired;

(5) To lend money and negotiate loans, to draw, accept, endorse, deposit, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities, generally to carry on and undertake any business, undertake any transaction or operation commonly carried on or undertaken by capitalists, promoters and financiers to enhance the value of or render profitable any property or right of the corporation;

(6) To adopt, apply for, obtain, register, purchase, lease, take assignments of licenses of or otherwise to acquire, to obtain the use of and to hold, protect, own, use, develop, introduce, advertise and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of, or turn to account any copyrights, trademarks, trade names, labels, brands, patent rights, letters patent and patent applications of the United States of America or of any other country, government or authority, and any inventions, improvements, processes, formulae, mechanical or other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, which are or shall be necessary, convenient, adaptable for the utilization by the corporation in any way, directly or indirectly, of such letters patent and patent applications, trade names, trademarks, copyrights and pending applications therefor, inventions, improvements, processes, formulae, mechanical and other combinations, of licenses and privileges;

(7) To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, lease, use, mortgage, pledge, sell, convey, assign, transfer, exchange or

otherwise dispose of property of every nature and description, real, personal or mixed, or any right or interest therein, without limit as to amount within or without the State of Florida;

(8) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency or agency thereof;

(9) To do all and everything necessary or proper for the accomplishments of the objects enumerated or necessary or incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized;

(10) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder and to do any and all of the things hereinbefore set forth as principal, agent or as a member of a joint venture whether with an individual or another corporation or otherwise, either alone or in conjunction with others, and in any part of the world;

(11) The objects and purposes specified in the foregoing clauses of this Item, shall, except where otherwise expressed in this Item, be in no wise limited or restricted by reference to, or inference from the terms of any other clause of this or any

other Item of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ITEM 3. SHARES.

3.01 Number -- The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 having a nominal or par value of \$.10. Said shares shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting for that purpose.

ITEM 4. CORPORATE EXISTENCE.

4.01 Duration -- This corporation shall commence existence on the date of filing these Articles, and shall exist perpetually thereafter unless dissolved according to law.

ITEM 5. INITIAL REGISTERED OFFICE REGISTERED AGENT AND MAILING ADDRESS OF CORPORATION.

5.01 Initial Registered Office -- The street address of the initial Registered Office of the corporation in the State of Florida is 101 E. Kennedy Boulevard, Suite 1000, Tampa, Florida 33602 and the initial Registered Agent is Gibbons, Tucker, Miller, Whatley & Stein, a Professional Association.

5.02 Mailing Address of Corporation -- The initial mailing address of the corporation is c/o European REI, Corp., 1021 East Boulevard, Charlotte, North Carolina 28203.

5.03 Relocation - The Board of Directors may, from time to time, move the location of the Registered Office to any other address in Florida, change the Registered Agent of the corporation, and change the mailing address of the corporation.

ITEM 6. NUMBER OF DIRECTORS.

6.01 Number - The number of Directors of this corporation shall not be less than one (1), and the initial number of Directors shall be one (1).

The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders but shall never be less than one (1).

ITEM 7. NAMES AND ADDRESSES OF BOARD OF DIRECTORS

7.01 Designation - The name and post office addresses and street addresses of each member of the first Board of Directors, each of whom shall serve until the first annual meeting of shareholders, or until his successor shall have been elected and qualified or until his earlier death, resignation or removal from office, are:

<u>NAME</u>	<u>ADDRESS</u>
Eric E. E. Bessem	1021 East Boulevard Charlotte, North Carolina 28203

ITEM 8. NAME AND ADDRESS OF INCORPORATOR.

8.01 Designation - The name and street address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jacqueline B. Whatley	Gibbons, Tucker, Miller, Whatley & Stein, P.A., a Professional Association P.O. Box 1363 Tampa, Florida 33601-1363

ITEM 9: ADDITIONAL PROVISIONS

9.01 Powers of Board of Directors – In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, amend and alter the By-Laws of this corporation, except that any By-Law increasing or diminishing the number of Directors must be adopted by the Shareholders;

(2) To fix the amount to be reserved as working capital over and above its capital stock paid in;

(3) From time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts of the corporation other than the stock book or any of them shall be open to inspection of the Shareholders; and no Shareholder shall have any right of inspection of any account book or documents of this corporation except as conferred by statute unless authorized by resolution of the Shareholders or Directors;

9.02. Disposition of Assets – The corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all of its property in the manner set forth in the sections of the Florida Business Corporation Act provided therefor upon compliance with said sections.

9.03 Powers – The corporation may in By-Laws adopted by the Shareholders confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Directors by statutes.

9.04 Preemptive Rights – No holder of shares of the corporation of any class shall have any preferential, preemptive or other rights to subscribe for or to

purchase from the corporation any shares of the corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities, which the corporation may at any time issue, whether or not the same shall be convertible into shares of the corporation of any class or shall entitle the owner or holder to purchase shares of the corporation of any class.

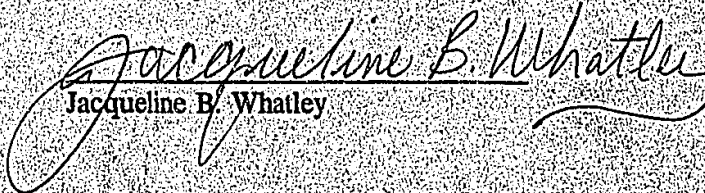
9.05 Self-Dealing – No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is or are interested in, or a director or directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

9.06 Amendment – This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner.

now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

9.07 Share Transfer Restrictions – The Board of Directors or the Shareholders of this corporation by the adoption of appropriate By-Laws for this corporation, or the Shareholders by agreement among themselves, may impose or authorize whatever restrictions on the transfer or registration of transfer of the shares of this corporation as they shall deem appropriate, as long as the restrictions are not in contravention with the statutes of the State of Florida under which this corporation is organized.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of September, 1997.


Jacqueline B. Whatley

corpclubart

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED.**

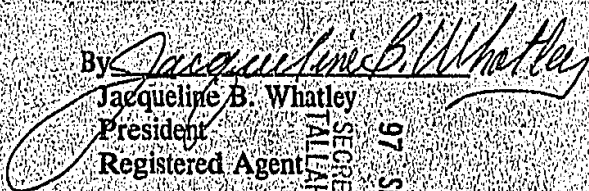
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That EUROPEAN BROOKFIELD, INC., a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1021 East Boulevard, Charlotte, North Carolina 28203, has named Gibbons, Tucker, Miller, Whatley & Stein, a Professional Association, located at 101 E. Kennedy Boulevard, Suite 1000, City of Tampa, County of Hillsborough, State of Florida 33602, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office and we are familiar with, and accept, the obligations of the position of Resident Agent.

**GIBBONS, TUCKER, MILLER,
WHATLEY & STEIN, a
Professional Association**

By 
Jacqueline B. Whatley
President
Registered Agent

Date: September 7, 1997

corp|cbrook.ra

FILED
97 SEP -9 PM 1:52
TALLAHASSEE FLORIDA
SECRETARY OF STATE