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LEE MILICH, P.A.
ATTORNEY AT LAW
11900 BISCAYNE BOULEVARD
SUITE 809
NORTH MIAMI, FLORIDA 33181
(305) 893-8931
FAX (305) 895-8333

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June 24, 1997

Via Federal Express

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JUN 25 PM 3:12

RE: AMENDMENT SECTION

RE: European InterAmerican Finance Corp.

Gentlemen:

Our client, European InterAmerican Finance Corp., a Delaware corporation, was recently qualified to do business in Florida. It is now my client's wish to incorporate in Florida under the same name.

Accordingly, enclosed are the Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida and the Articles of Incorporation for the new corporation. Also enclosed are two checks, one for \$87.50 for the withdrawal, and one for \$122.50 for the Articles of Incorporation.

Your office advises that these transactions can be done simultaneously. Therefore, please file the withdrawal and forward the Articles and the appropriate check to the New Filing Section, together with the certified copy of the withdrawal, for return of all documents to the undersigned in the Federal Express package provided herein.

If you should have any questions or comments relative to the above or the attached documents, please contact us immediately.

Very truly yours,

Lynne Reeve

Lynne Reeve,
Assistant to Mr. Milich

lr
encl.

FILED 35
R. AGENT
CERT. COPY 52.50
CUS
OVERPAYMENT
TOTAL 87.50

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

EUROPEAN INTERAMERICAN FINANCE CORP.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED STATE
SECRETARY OF CORPORATIONS
97 JUN 25 PM 3:12

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

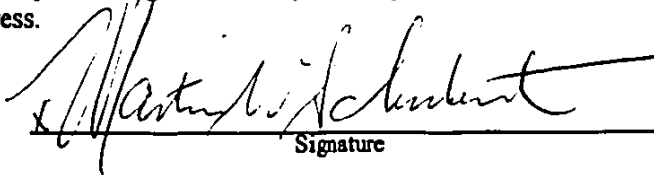
c/o Lee Milich, P.A., 11900 Biscayne Blvd., #809

(Mailing Address)

North Miami, FL 33181

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Chairman/Director

Title


Martin W. Schubert

Typed or printed name

JUNE 23, 1997

Date

Sworn to before me this
23rd of June, 1997



ELIZABETH A. MAFFEI
Notary Public, State of New York
No. 03-4002640
Qualified in Bronx County
Commission Expires August 10, 1998