

PO00000001397

WALTER B. LEBOWITZ, ESQ.

Member of California Bar Only

12555 Biscayne Blvd, Suite 924

Miami, Florida 33181

Phone (305) 893-0000

Fax: (305) 893-0007

December 27, 1999

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-12/29/99-01059-001

*****70.00 *****70.00

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

Re: EURO-HOLDINGS LIMITED, INC.

(PLEASE FILE THIS CORPORATION IN JANUARY 2000)

Gentleman:

Enclosed please find my Check in the sum of \$70.00 for payment of the filing fee and registered agent's fee for the above new corporation to be filed for record **IN JANUARY OF 2000.**

Please mail me the enclosed copy after you stamp and date the same showing when it was filed for record, to the above address.

I CALLED FOR NAME AVAILABILITY AND ALSO CHECKED WITH YOUR WEB SITE PRIOR TO MAILING THIS CORPORATION AND WAS TOLD THIS NAME WAS AVAILABLE. IF IT IS NOT OR if you have any question regarding the above, please call me at (305) 893-0000.

I will accept a collect call if necessary.

Thank you for your cooperation.

EFFECTIVE DATE

1-4-00

Yours very truly,

Walter B. Lebowitz

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99 DEC 29 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FL

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WLB

**ARTICLES OF INCORPORATION OF
EURO-HOLDINGS, LIMITED, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE I - NAME

The name of this Corporation is: EURO-HOLDINGS, LIMITED, INC.

ARTICLE II - DURATION

EFFECTIVE DATE
1-4-00

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State. The effective date of this corporation shall be January 4, 2000.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and/or all lawful business, especially anything relating to FINANCIAL AND BUSINESS SERVICES.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 shares of common stock, at one cent (\$.001) par value, per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered Office of this corporation is 20801 Biscayne Blvd., Suite 403, Aventura, Florida 33180, and the name of the initial registered agent of this corporation at that address is, ELEANOR OLICK GORDON.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have One (1), Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The names and addresses of the initial Board of Directors of

this corporation is/are:

NAME

ADDRESS

ELEANOR OLICK GORDON, 20801 Biscayne Blvd., Suite 403, Aventura,
Florida 33180 Director and President

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles
are:

NAME

ADDRESS

ELEANOR OLICK GORDON, 20801 Biscayne Blvd., Suite 403, Aventura, FL
33180


ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or
any former officer or director, to the full extent permitted by
law.

ARTICLE IX -- AMENDMENT

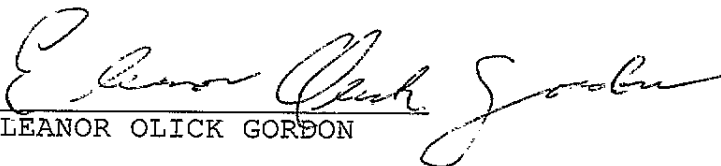
This corporation reserves the right to amend or repeal any
provision contained in these Articles of Incorporation, or any
amendment hereto, and any right conferred upon the shareholders
is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed
these Articles of Incorporation this 27th day of December, 1999.


Subscriber, ELEANOR OLICK GORDON

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, ELEANOR OLICK GORDON, HAVING A BUSINESS OFFICE at 20801 Biscayne Blvd., Suite 403, Aventura, Florida 33180, Director and President and, having been designated as the Registered Agent in the above and foregoing Articles, and to accept service of process for the above stated Corporation at my business address, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes. I further agree to comply with the provisions of said Statutes relating to the proper and complete performance of my duties as registered agent.


ELEANOR OLICK GORDON

Date: December 27, 1999

c:RES AGENT GORDON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA