



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 21, 2000

UCC FILING & SEARCH SERVICES, INC.
526 E. PARK AVE.
TALLAHASSEE, FL 32301

SUBJECT: EUROAMERICAN INCORPORATED
Ref. Number: W00000001721

We have received your document for EUROAMERICAN INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The principal place of business address must be the consistent wherever it appears in your document. Please look on page 3 article VI and page 6

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 000A00002887

Corrected
please give original
file date
Thank!

RECEIVED
00 JAN 24 PM 4:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EUROAMERICAN INCORPORATED

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida

FILED
00 JAN 19 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
(NAME)

The name of this Corporation is: **EUROAMERICAN INCORPORATED.**

ARTICLE II
(NATURE OF BUSINESS)

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America and the Laws of the State of Florida.

A. The Corporation may have one or more offices, and may buy, hold liens and mortgages, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other States and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character or business.

D. To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge or otherwise acquire or dispose of the capital

stock of, or any bonds, securities or any other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

E. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge sell, assign, and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

ARTICLE III
(CAPITAL STOCK)

The maximum number of shares of stock that this company is authorized to have outstanding at any time is One Hundred (100.00) shares of One Dollar (\$1.00) par value, the consideration to be paid for each share shall be One Dollar or other valuable consideration.

ARTICLE IV
(INITIAL CAPITAL)

The amount of capital with which this Corporation will begin business is not less than ONE THOUSAND DOLLARS AND NO CENTS (\$1,000.00).

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the registered agent of this corporation is: 1101 Brickell Ave., Suite 1700, Miami, FL

33131 and the name of the initial registered agent of this Corporation is Charlton Stoner, Esq.. The address of the corporation is EUROAMERICA INCORPORATED, C/o Thomas Defelice, C.P.A, 9700 South Dixie Highway, Suite 900, Miami, Fl 33156.

ARTICLE VII

This Corporation shall have at least one (1) director. The number of directors may be increased or diminished from time to time, by laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Enzo Di Giovanni	Calle 6, Edif, Castiglione, P.B., La Urbina, Caracas, Venezuela
Alessandro Asprea	Calle 6, Edif, Castiglione, P.B., La Urbina, Caracas, Venezuela

ARTICLE IX
(SUBSCRIBERS)

The name and post office address of the subscriber of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Enzo Di Giovanni	Calle 6, Edif, Castiglione, P.B., La Urbina, Caracas, Venezuela
Alessandro Asprea	Calle 6, Edif, Castiglione, P.B., La Urbina, Caracas, Venezuela

ARTICLE X
(AMENDMENT)


These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

ARTICLE XI
(INCORPORATOR)

The name and address of the incorporator to these Articles of Incorporation is:

Law Offices of Charlton Stoner, P.A.
1101 Brickell Avenue, Suite 1700
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned agent of the Law Offices of Charlton Stoner, P.A., has hereto set his hand and seal, and caused these Articles of Incorporation to be executed this 18th day of January, 2000.



Charlton Stoner, Esq.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

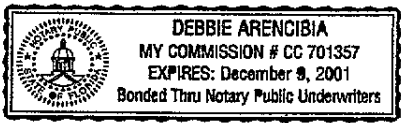
BEFORE ME, the undersigned authority, this 18th day of January, 2000, personally appeared Charlton Stoner, Esq. as agent of the Law Offices of Charlton Stoner, P.A., known to me to be the

person who executed the foregoing Articles of Incorporation of **EUROAMERICAN INCORPORATED** and acknowledged before me that he executed the same for the purposes herein expressed, and who is personally known to me or who has produced _____ as identification, and did not take an oath.

WITNESS my hand and official seal at Miami, Dade County, Florida this 18th day of January, 2000.

Debbie Arencibia
NOTARY PUBLIC

My Commission Expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT **EUROAMERICAN INCORPORATED** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT EUROAMERICA INCORPORATED, C/O THOMAS DEFELICE, C.P.A, 9700 SOUTH DIXIE HIGHWAY, SUITE 900, MIAMI, FL 33156 , COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED CHARLTON STONER, ESQ., 1101 BRICKELL AVENUE, SUITE 1700, MIAMI, FLORIDA 33131 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
Charlton Stoner, Esq.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 
Charlton Stoner, C.P.A.

Date: 1-18-2000

00 JAN 19 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED