

*Sam C. Caliendo* ATTORNEY AT LAW

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-06/28/00--01059--010  
\*\*\*\*122.50 \*\*\*\*78.75

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

Re: Incorporation of Euro-Dollar and  
Amendment Articles, Liners Plus

Dear Sirs:

Enclosed please find my check in the amount of \$122.50 for the filing fee Euro-Dollar-  
Foundation Asset Management Corp., and the executed articles of incorporation, to file the above  
referenced corporation. Also enclosed is an additional check for \$35.00 for the filing of the  
Amendment to the Articles of Incorporation for Liners Plus, Inc., and the executed amendment to  
the articles of incorporation. Please return the certificate of incorporation and the articles to the  
undersigned upon filing, along with the amendment to the articles of incorporation.

Thank you for your attention to this matter.

Sincerely,



Sam C. Caliendo

FILED  
JUN 28 AM 10  
TALLAHASSEE, FLORIDA

6-30-00  
6

**ARTICLES OF INCORPORATION**

**OF**

**EURO - DOLLAR - FOUNDATION ASSET MANAGEMENT CORP.**

**ARTICLE I**

**NAME OF CORPORATION AND CORPORATE ADDRESS**

The name of this corporation is: EURO - DOLLAR - FOUNDATION ASSET MANAGEMENT CORP. and the corporate address is: Suite 302 - 1430 South Federal Highway, Deerfield Beach, Florida 33441.

**ARTICLE II**

**DURATION**

This corporation has perpetual existence unless otherwise specified in these Articles of Incorporation.

**ARTICLE III**

**PURPOSES**

This corporation is organized for the purpose of transacting any and all business.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of common stock with a par value of Fifty Cents per share.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is: Suite 302 - 1430 South Federal Highway, Deerfield Beach, Florida 33441, and the Registered agent at that address is: Sam C. Caliendo.

FILED  
JUN 28 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased from time to time by the By-Laws but shall never be less than One (1) nor more than Seven (7). The name and address of the initial Director of this corporation is:

Gunther Pfitzenmeier  
Suite 302 - 1430 S. Federal Highway  
Deerfield Beach, Florida 33441

## ARTICLE VII

### INCORPORATION

The name and address of the person signing these Articles of Incorporation is:

Gunther Pfitzenmeier  
Suite 302 - 1430 South Federal Highway  
Deerfield Beach, Florida 33441

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

## ARTICLE IX

### INITIAL ISSUE OF STOCK

<u>Name</u>	<u>Shares</u>
Gunther Pfitzenmeier	- 1,000 -

**ARTICLE X****APPROVAL OF SHAREHOLDERS FOR MERGER**

The approval of the shareholders of this corporation to any plan or merger will be required in every case, whether or not such approval is required by law.

**ARTICLE XI****MEETINGS BY CONFERENCE**

Members of the Board of Directors may participate in special meetings by conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person, by each Director.

**ARTICLE XII****AMENDMENT**

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

**ARTICLE XIII****INDEMNIFICATION**

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

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 16 day of May, 2000.

  
Gunther Pfitzenmeier  
Subscriber

STATE OF Germany )  
 )  
COUNTY OF Nordrhein-Westfalen

The foregoing instrument was acknowledged before me this 16 day of May, 2000, by  
Gunther Pfitzenmeier who is personally known to me or who has  
provided . / . - as identification and who did (did not) take an oath.

Ulrich, Notar  
NOTARY PUBLIC,

My Commission Expires:



- Umstehende -

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation at the  
place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity.  
I further agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

Sam C. Caliendo  
Sam C. Caliendo

Address: Suite 302 - 1430 South Federal Highway  
Deerfield Beach, Florida 33441

FILED  
00 JUN 28 AM 10:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

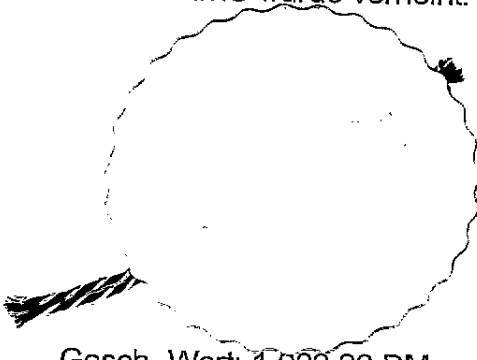
Nr. 225 der Urkundenrolle Jahrgang 2000

Umstehende, heute vor mir anerkannte Unterschrift des mir persönlich bekannten:

Herrn Günter Pfitzenmeier, Südstiege 8, 59872 Meschede

beglaubige ich hiermit.

Die Frage der Notarin nach einer Vorbefassung im Sinne des § 3 Abs.1 Nr. 7 BeurkG wurde verneint.



Meschede, den 16.05.2000

*W. J.*  
Notarin.

Gesch.-Wert: 1.000,00 DM

Geb. § 45,1 KostO	20,00 DM
16% MwSt.	3,20 DM

Sa.:	23,20 DM
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*W. J.*  
Notarin.