

Charter Number On

PROCESSED

VALIDATION ONLY

The office Alternative
Requestor's Name
300 Biscayne Blvd Way #614
Address
Miami FL 33131
City State ZIP
(305) 381-8880
Phone

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-08/25/00-01005-025
*****78.75 *****78.75

CORPORATION(S) NAME

Europartners College and Education Trust, Inc.

FILED
00 AUG 25 PM 12:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
00 AUG 25 AM 9:36
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
EUROPARTNERS COLLEGE AND EDUCATION TRUST INC.

ARTICLE I- NAME

The name of this corporation is EUROPARTNERS COLLEGE AND EDUCATION TRUST INC.

The principal office mailing address is:
300 Biscayne Blvd , Way, Suite # 1014-112, Miami Florida 33131

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ARTICLE II- DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of (\$ 100)
Par value stock which shall be designated "**COMMON SHARES**"

ARTICLE V - TREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stoch of this corporation of the same kind class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 300 Biscayne Blvd. Way, Suite # 1014-112 Miami Florida 33131

And the name of the initial registered agent of this corporation at that address is Dieter WOLF, Suite 1014-112, 300 Biscayne Blvd. Way,
MIAMI FLA. 33131

ARTICLE VII – INITIALS BOARD OF DIRECTORS

The corporation shall have -one- director (s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name (s) and address (es) of the initial director (s) of this corporation is (are)

DIETER WOLF W.

Suite 1014-112, 300 Biscayne Blvd. Way, MIAMI FLA 33131

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these articles at

Dieter Wolf W.

300 Biscayne Blvd. Way Suite 1014

Miami, FL 33131

ARTICLE IX – BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X – CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth (1/10) of all of the shares entitled to vote at the meeting.

ARTICLE XI – SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in a person or by proxy, shall constitute a quorum at meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall constitute the act of the shareholder.

ARTICLE XII – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

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

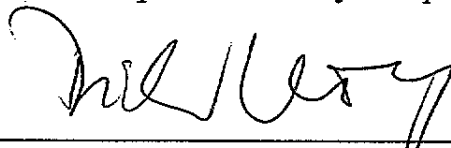
ARTICLE XIII – INDEMNIFICATION

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

ARTICLE XIV – AMENDMENT

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

I, the undersigned, having been named as initial registered agent of the corporation in the foregoing articles of incorporation hereby accept said office and will serve in said capacity.



(Registered Agent)

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