

P04000065552

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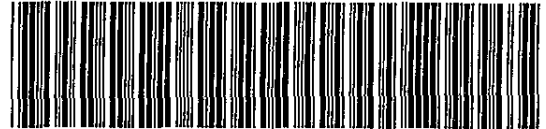
(Business Entity Name)

(Document Number)

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04/30/04--01038--014 **43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUN -3 PM 1:30

FILED

Res - 5/12
PS 6/4/04 Amend 5/12



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 12, 2004

MILAN SPANO
EUROPEAN BUSINESS & DEVELOPMENT, INC.
1940 POLO LAKE DR E
WEST PALM BEACH, FL 33414

SUBJECT: EUROPEAN BUSINESS & DEVELOPMENT, INC.
Ref. Number: P04000065552

We have received your document for EUROPEAN BUSINESS & DEVELOPMENT, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Correction is used for the purpose of correcting an inaccuracy or incorrect statement but not when amending and restating the entire document.

Please entitle your document Amended and Restated Articles of Incorporation.

is enclosed at the end of the Restated Articles,
A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return 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) 245-6957.

Pamela Smith
Document Specialist

Letter Number: 804A00033051

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04 JUN -3 AM 11:20

DIVISION OF CORPORATIONS

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EUROPEAN BUSINESS & DEVELOPMENT, INC.
(Name of corporation)

DOCUMENT NUMBER: P04000065552

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MILAN SPANO
(Name of person)

EUROPEAN BUSINESS & DEVELOPMENT, INC.
(Name of firm/company)

1940 POLO LAKE DR. E
(Address)

WEST PALM BEACH, FL 33414
(City/state and zip code)

For further information concerning this matter, please call:

MILAN SPANO at (561) 422-9942
(Name of person) (Area code & daytime telephone number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF:
EUROPEAN BUSINESS & DEVELOPMENT, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a Natural Person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of this corporation is

EUROPEAN BUSINESS & DEVELOPMENT, INC.

(Hereinafter, "Corporation")

ARTICLE II - DURATION / TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - NATURE / PURPOSE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

IV. 1 This Corporation is authorized to issue **100 shares of \$1 per value** common stock that shall be designated to "Common Shares".

IV. 2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any. class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may redeem advisable in connection with such issuance.

IV.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter now or hereafter authorized, for such consideration as the Board of Director(s) may redeem advisable, subject to such restrictions of limitations, if any, as may be set forth in the bylaws of the Corporation.

IV. 4 The board of Director (s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing

the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions or redemption of the stock.

ARTICLE V - LOCATION

The Street, Address, City and State in which the principal offices of the Corporation are to be located are: **1940 Polo Lake Dr. E, West Palm Beach, FL 33414**. The Board of Director (s) may from time to time designate such other address and palace for the principal office of this corporation as it may see fit.

ARTICLE VI - SUBSCRIBERS

The name and street addresses and the number of shares of stock, subscribe to by each person signing these Articles of Incorporation are:

NAME

Milan Spano
President

ADDRESS

1940 Polo Lake Dr. E
West Palm Beach, FL 33414

SHARES

Milan Spano

ARTICLE VII - 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 and approved at stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE VIII - LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person

with the authority to exercise the voting power of any or all of his stock.

2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be shareholder of the corporation.

ARTICLE IX - POWER OF CORPORATION

The Corporation shall have the same powers as an Individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - DISSOLUTION

The Corporation may be dissolved at any time on the affirmative vote or the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro-rata, each shareholder, to participate in direct proportion to the number of shares held by him.

ARTICLE XII - REGISTERED OWNERS

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any

other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII - REGISTERED AGENT

The street address of the registered office of this Corporation is:

1940 Polo Lake Dr. E, West Palm Beach, FL 33414

and the name of the registered agent of this corporation at that address is:

Milan Spano

ARTICLE XIV - BYLAWS

The Board of Director (s) of the Corporation shall have power, without the assent or vote of the shareholders, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV - EFFECTIVE DATE OF INCORPORATION

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI - BOARD OF DIRECTORS OF INCORPORATION

This corporation shall have two directors. The numbers of Directors may be increased or diminished from time to time in accordance with bylaws adopted by the stockholders. The name and address or the Board of Director(s) of this Corporation is:

NAME: Milan Spano

ADDRESS: 1940 Polo Lake Dr. E
West Palm Beach, FL 33414

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, her by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this date.

THE RESTATEMENT WAS ADOPTED BY THE BOARD OF DIRECTORS AND DOES NOT CONTAIN ANY AMENDMENT REQUIRING SHAREHOLDER APPROVAL.



Milan Spano
President

5/24/04

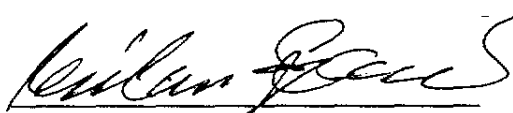
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:
EUROPEAN BUSINESS & DEVELOPMENT, INC.
2. The name and address of the registered agent and office is:

**Milan Spano
1940 Polo Lake Dr. E
West Palm Beach, Fl 33414**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered agent signature

04/24/2004
Date

**DIVISION OF CORPORATIONS
P.O. BOX 6327, TALLAHASSEE, FL 32314**