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TALLAHASSEE, FLORIDA

December 29, 1994

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Divisions of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Euro K. International, Inc.

To Whom It May Concern:

Enclosed please find proposed articles of incorporation for one (1) new Florida corporation, Euro K. International, Inc. Along with a check in the amount of \$122.50.

Please place these documents in line for processing, thank you very much.

Sincerely,

*Katarzyna M. Webb*

Katarzyna M. Webb

1/4/95  
(TH)

**ARTICLES OF INCORPORATION  
OF  
EURO K. INTERNATIONAL, INC.**

The undersigned, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**1. NAME:**

The name of this Corporation is:

**EURO K. INTERNATIONAL, INC.**

**2. MAILING ADDRESS:**

The mailing address of this corporation is:

222 Lakeview Avenue, Suite 160  
Palm Beach, Florida 33409

**3. DURATION:**

The period of its duration is perpetual.

**4. PURPOSE:**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**5. CAPITAL STOCK:**

The Corporation is authorized to issue 50,000 shares, all of one class at ONE DOLLAR (\$1.00) par value.

**6. INITIAL REGISTERED OFFICE AND AGENT:**

The name and address of the initial registered agent and office of this Corporation is as follows:

Katarzyna M. Webb  
222 Lakeview Avenue, Suite 160  
Palm Beach, Florida 33409

**INITIAL BOARD OF DIRECTORS:**

This Corporation shall have TWO (2) directors initially. The number of directors may either increase or decrease from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one (1).

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The names and addresses of the initial directors of this Corporation are:

KATARZYNA M. WEBB  
CHARLES O'CONNOR  
222 LAKEVIEW AVENUE, SUITE 160  
PALM BEACH, FLORIDA 33409

**8. INCORPORATOR:**

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

KATARZYNA M. WEBB  
222 LAKEVIEW AVENUE, SUITE 160  
PALM BEACH, FLORIDA 33409

**9. BY-LAW AMENDMENT:**

The power to adopt, alter, amend or repeal the by-laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

**10. INDEMNIFICATION:**

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

**11. INFORMAL ACTION OF DIRECTORS:**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**12. AMENDMENT OF ARTICLES:**

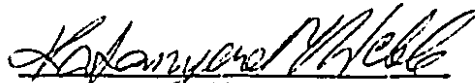
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

**13. PRE-EMPTIVE RIGHTS:**

Each Shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right may also

be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of this notice from the Corporation.

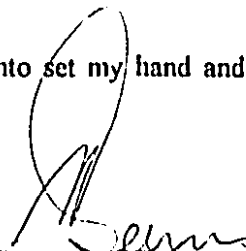
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 29th day of December, 1994.

  
Katarzyna M. Webb, Incorporator

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD    )     SS:

**BEFORE ME**, the undersigned authority, personally appeared **KATARZYNA M. WEBB**, to me known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before that she executed such instrument.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal this 29th day of December, 1994.

  
\_\_\_\_\_  
**NOTARY PUBLIC**  
**STATE OF FLORIDA AT LARGE**

My Commission Expires: *FEB 10, 1996*



**CERTIFICATE DESIGNATING REGISTERED AGENT UPON**  
**WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

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TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Euro K. International, Inc., a Florida Corporation qualified to do business under the laws of this State, has appointed Katarzyna M. Webb as its agent to accept service of process within this State at the following address:

222 Lakeview Avenue, Suite 160, Palm Beach, Florida 33409

Having been named to accept service of process for the above stated corporation, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Katarzyna M. Webb  
Katarzyna M. Webb