

995000014559

GIBBONS, TUCKER, MILLER, WHITLEY & STEIN

A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

1111 1000 BARNETT PLAZA

100 EAST KENNEDY BOULEVARD, P.O. BOX 6000

TALLAHASSEE, FLORIDA 32301-1000

(904) 220-7000

TELECOPIER

(904) 220-7000

February 17, 1995

IS BEING REFERRED TO
E62/941199

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

400001410644
-02/20/95-01100-020
****122.50 ****122.50

Re: Euro American Realty, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation for filing together with our check in the amount of \$122.50 broken down as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL	\$122.50

RECEIVED
DIVISION OF CORPORATIONS
STATE OF FLORIDA
FEB 20 1995

Once filing is completed, please forward the certified copy of the Articles to the undersigned.

Very truly yours,

Jacqueline B. Whatley

Jacqueline B. Whatley

JBW/ss

Enclosure

cc: Euro American Realty, Inc.

(Signed in absence to avoid delay)

corp article 11

NK

**ARTICLES OF INCORPORATION
OF
EURO AMERICAN REALTY, INC.**

RECEIVED
95 FEB 20 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby makes, subscribes and files with the Secretary of State of the State of Florida these Articles of Incorporation, for the purpose of forming a corporation for profit, in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ITEM 1. NAME OF CORPORATION.

1.01 Name - The name of this corporation shall be EURO AMERICAN REALTY, INC.

ITEM 2. GENERAL PURPOSES AND NATURE OF BUSINESS.

2.01 Purposes and Powers - The general purposes for which this corporation is organized and the general nature of the business to be transacted by this corporation is to do all things natural persons might or could lawfully do in the premises, including without limitation the following:

(1) To engage in the business of real estate brokerage, and the transaction of any and all other lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

(2) To purchase, issue, own, hold, sell, draw, accept and discount bonds, shares of stock of all kinds, including shares of this corporation, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or choses in

action, including the power to exercise all the rights and privileges of owner or owners thereof;

(3) To borrow or raise money for any of the purposes of this corporation, in such amounts as the Board of Directors may from time to time determine; to issue bonds, debentures, notes or other obligations of any nature, and in any manner for monies so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, either at the time owned or thereafter acquired or in any other manner;

(4) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct; to pay for the same in cash or shares or bonds of the corporation or otherwise; to hold, utilize or in any manner dispose of the whole or any part of the rights and properties so acquired and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the rights and properties so acquired and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired;

(5) To lend money and negotiate loans, to draw, accept, endorse, deposit, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities, generally to carry on and undertake any business, undertake any transaction or operation commonly carried on or undertaken by capitalists, promoters and financiers to enhance the value of or render profitable any property or right of the corporation;

(6) To adopt, apply for, obtain, register, purchase, lease, take assignments of licenses of or otherwise to acquire, to obtain the use of and to hold, protect, own, use, develop, introduce, advertise and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of, or turn to account any copyrights, trademarks, trade names, labels, brands, patent rights, letters patent and patent applications of the United States of America or of any other country, government or authority, and any inventions, improvements, processes, formulae, mechanical or other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, which are or shall be necessary, convenient, adaptable for the utilization by the corporation in any way, directly or indirectly, of such letters patent and patent applications, trade names, trademarks, copyrights and pending applications therefor, inventions, improvements, processes, formulae, mechanical and other combinations, of licenses and privileges;

(7) To purchase or acquire by gift, devise, bequest or otherwise, and to hold, own, lease, use, mortgage, pledge, sell, convey, assign, transfer, exchange or

otherwise dispose of property of every nature and description, real, personal or mixed, or any right or interest therein, without limit as to amount within or without the State of Florida;

(8) To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency or agency thereof;

(9) To do all and everything necessary or proper for the accomplishments of the objects enumerated or necessary or incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized;

(10) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed hereunder and to do any and all of the things hereinbefore set forth as principal, agent or as a member of a joint venture whether with an individual or another corporation or otherwise, either alone or in conjunction with others, and in any part of the world;

(11) The objects and purposes specified in the foregoing clauses of this Item, shall, except where otherwise expressed in this Item, be in no wise limited or restricted by reference to, or inference from the terms of any other clause of this or any

other Item of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ITEM 3. SHARES.

3.01 Number The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 having a nominal or par value of \$1.00. Said shares shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting for that purpose.

ITEM 4. CORPORATE EXISTENCE.

4.01 Duration - This corporation shall commence existence on the date of filing these Articles, and shall exist perpetually thereafter unless dissolved according to law.

ITEM 5. INITIAL REGISTERED OFFICE REGISTERED AGENT AND MAILING ADDRESS OF CORPORATION.

5.01 Initial Registered Office - The street address of the initial Registered Office of the corporation in the State of Florida is 9700 N.W. 48th Drive, Coral Springs, Florida 33067 and the initial Registered Agent is Eric E. E. Bessem.

5.02 Mailing Address of Corporation - The initial mailing address of the corporation is 9700 N.W. 48th Drive, Coral Springs, Florida 33067.

5.03 Relocation - The Board of Directors may, from time to time, move the location of the Registered Office to any other address in Florida, change the Registered Agent of the corporation, and change the mailing address of the corporation.

ITEM 6. NUMBER OF DIRECTORS.

6.01 Number - The number of Directors of this corporation shall not be less than one (1), and the initial number of Directors shall be two (2).

The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders but shall never be less than one (1).

ITEM 7. NAMES AND ADDRESSES OF BOARD OF DIRECTORS.

7.01 Designation - The name and post office addresses and street addresses of each member of the first Board of Directors, each of whom shall serve until the first annual meeting of shareholders, or until his successor shall have been elected and qualified or until his earlier death, resignation or removal from office, are:

<u>NAME</u>	<u>ADDRESS</u>
Eric E. E. Bessem	9700 N.W. 48th Drive Coral Springs, Florida 33067
Herman Bessem	Waalsdorperweg 109 2597 HS Den Haag The Netherlands

ITEM 8. NAME AND ADDRESS OF INCORPORATOR.

8.01 Designation - The name and street address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eric E. E. Bessem	9700 N.W. 48th Drive Coral Springs, Florida 33067

ITEM 9. ADDITIONAL PROVISIONS.

9.01 Powers of Board of Directors - In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, amend and alter the By-Laws of this corporation, except that any By-Law increasing or diminishing the number of Directors must be adopted by the Shareholders;

(2) To fix the amount to be reserved as working capital over and above its capital stock paid in;

(3) From time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts of the corporation other than the stock book or any of them shall be open to inspection of the Shareholders; and no Shareholder shall have any right of inspection of any account book or documents of this corporation except as conferred by statute unless authorized by resolution of the Shareholders or Directors;

9.02. Disposition of Assets - The corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all of its property in the manner set forth in the sections of the Florida Business Corporation Act provided therefor upon compliance with said sections.

9.03 Powers - The corporation may in By-Laws adopted by the Shareholders confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Directors by statutes.

9.04 Preemptive Rights - No holder of shares of the corporation of any class shall have any preferential, preemptive or other rights to subscribe for or to purchase from the corporation any shares of the corporation of any class whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations, or other securities, which the corporation may at any time issue, whether or

not the same shall be convertible into shares of the corporation of any class or shall entitle the owner or holder to purchase shares of the corporation of any class.

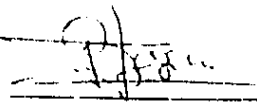
9.05 Self Dealing No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is or are interested in, or a director or directors or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

9.06 Amendment - This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

9.07 Share Transfer Restrictions - The Board of Directors or the Shareholders of this corporation by the adoption of appropriate By-Laws for this

corporation, or the Shareholders by agreement among themselves, may impose or authorize whatever restrictions on the transfer or registration of transfer of the shares of this corporation as they shall deem appropriate, as long as the restrictions are not in contravention with the statutes of the State of Florida under which this corporation is organized.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of February, 1995.



Eric E. E. Bessem

corp\euro.at

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

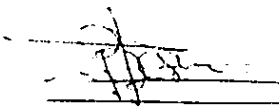
RECORDED
55 FEB 23 1995
TALLAHASSEE, FLORIDA

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

That EURO AMERICAN REALTY, INC., a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4902 Eisenhower Boulevard, Suite 380, City of Tampa, County of Hillsborough, State of Florida 33634, has named Eric E. E. Bessem located at 9700 NW 48th Drive, City of Coral Springs, County of Broward, State of Florida 33067 as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office and we are familiar with, and accept, the obligations of the position of Resident Agent.


Eric E. E. Bessem

Date: February 14th, 1995

P95000014559

GIBBONS, TUCKER, MILLER, WHATLEY & STEIN

A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW

SUITE 1000, BARNETT PLAZA
101 EAST KENNEDY BOULEVARD, P. O. BOX 1000
TAMPA, FLORIDA 33601-1000
(813) 228-7041

TELECOPIER
(813) 228-7040

May 7, 1997

IN REPLY REFER TO

E62/941199

VIA FEDERAL EXPRESS

Florida Department of State
Attention: Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

000002173160--8
-05/09/97--01092--002
*****87.50 *****87.50

Re: Euro American Realty, Inc. - Change of Name to International Investment
Advisors, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one (1) copy of the First Amendment of the Articles of Incorporation for the above-referenced corporation (the "Amendment") together with our check in the amount of \$87.50 broken down as follows:

Filing Fee	\$ 35.00
One (1) Certified Copy of the Amendment	<u>52.50</u>
TOTAL	\$87.50

Kindly file the original of the Amendment and certify the copy. Once filing is completed, please forward the certified copy of the Amendment to the undersigned.

Very truly yours,

Jacqueline B. Whatley
JBW/ss
Enclosures
c:\gtrcal\secstate.fil

SH 5/15
NC

FILED
97 MAY -9 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDMENT TO ARTICLES OF INCORPORATION OF
EURO AMERICAN REALTY, INC.**

I, the undersigned, being the President of EURO AMERICAN REALTY, INC., a Florida corporation, hereby certify that the following resolution was unanimously adopted by the sole Shareholder of the corporation at a meeting held on May 5, 1997:

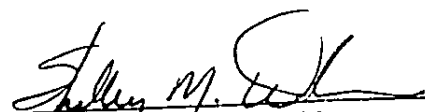
RESOLVED, that the sole shareholder of Euro American Realty, Inc. deems it advisable to and hereby declares it advisable that the Articles of Incorporation filed in the office of the Secretary of State, State of Florida, on February 20, 1995, be amended as follows:

ARTICLE I, "NAME" is amended to read as follows:

"The name of this corporation shall be INTERNATIONAL INVESTMENT ADVISORS, INC."

In all other respects the Articles of Incorporation shall remain as they were prior to this First Amendment being adopted.

IN WITNESS WHEREOF, I have set my hand and seal this 5th day of May, 1997.


Shelley M. Ward, President

FILED
97 MAY -9 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GIBBONS, TUCKER, MILLER, WHATLEY & STEIN

A PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELLORS AT LAW

SUITE 1000, BARNETT PLAZA

100 EAST KENNEDY BOULEVARD, P. O. BOX 1000

TAMPA, FLORIDA 33601-1000

(813) 221-7800

TELEPHONE

(813) 221-7800

P95000014559

October 9, 1997

IS REPLY REFER TO

130/941199

E77/961111

Division of Corporations
Attention: Amendment Section
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

000002318740--4

-10/13/97--01082--014

*****35.00 *****35.00

Ladies and Gentlemen:

In connection with the change of registered agent for the following Florida corporations and limited partnerships, enclosed herewith please find the following items:

1. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **International Investment Advisors, Inc.** together with our check in the amount of \$35.00 for the filing fee; and
2. Statement of Change of Registered Office or Registered Agent or Both for Corporations for **European Real Estate Investments Corporation** together with our check in the amount of \$35.00 for the filing fee.

Please call me should you have any questions.

Very truly yours,

Jacqueline B. Whatley

Jacqueline B. Whatley

JBW/ss

Enclosures

cc: Mr. Eric E. E. Bessem (without enclosures)
Ms. Shelley M. Ward (without enclosures)

corpagentchg.ltr

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: INTERNATIONAL INVESTMENT ADVISORS, INC.

2. The mailing address of the corporation is: 1021 East Boulevard, Charlotte NC 28203

3. Date of incorporation/qualification: 2/20/95 Document number: P95000014559

4. The name and address of the current registered agent and office:

Eric E. Bessem
9700 NW 48th Drive
Coral Springs, FL 33067

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
Gibbons, Tucker, Miller, Whatley & Stein, a Professional Association
101 E. Kennedy Boulevard, Suite 1000
Tampa, Florida 33602

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Shelley M. Ward
(Signature of an officer, chairman or vice chairman of the board)

October 6, 1997
(Date)

Shelley M. Ward, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Gibbons, Tucker, Miller, Whatley & Stein,
a Professional Association
By: Jacqueline B. Whatley, Pres.
(Signature of Registered Agent)

October 9, 1997
(Date)

If signing on behalf of an entity:

Jacqueline B. Whatley
(Typed or Printed Name)

President
(Capacity)

GIBBONS, TUCKER, MILLER, WHATLEY & STEIN
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW

SUITE 1000, BARNETT PLAZA
101 EAST KENNEDY BOULEVARD, P. O. BOX 1060
TAMPA, FLORIDA 33601-0060

P95000014559

October 9, 1997

IN REPLY REFER TO:

130/941199
E77/961111

Division of Corporations
Attention: Amendment Section
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

000002318740--4
-10/13/97-01062-014
***35.00 ***35.00

Ladies and Gentlemen:

In connection with the change of registered agent for the following Florida corporations and limited partnerships, enclosed herewith please find the following items:

1. Statement of Change of Registered Office or Registered Agent or Both for Corporations for International Investment Advisers, Inc. together with our check in the amount of \$35.00 for the filing fee; and
2. Statement of Change of Registered Office or Registered Agent or Both for Corporations for European Real Estate Investments Corporation together with our check in the amount of \$35.00 for the filing fee.

Please call me should you have any questions.

Very truly yours,

Jaqueline B. Whatley
Jaqueline B. Whatley
JBW/ss
Enclosures
cc: Mr. Eric E. E. Bessem (without enclosures)
Ms. Shelley M. Ward (without enclosures)

corp/agrochg.lz

APPROVED
AND
FILED
7 OCT 13 1997
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000014559
RAOM
10-13-97
2 PB
OM

Florida Department of State, Sandra B. Matham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, to the State of Florida.

1. The name of the corporation is: INTERNATIONAL INVESTMENT ADVISORS, INC.

2. The mailing address of the corporation is: 1021 East Boulevard, Charlotte NC 28203

3. Date of incorporation/qualification: 2/20/95 Document number: P95000014559
4. The name and address of the current registered agent and office:

Eric B. Bessen
9700 NW 48th Drive
Coral Springs, FL 33067

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
Gibbons, Tucker, Miller, Whatley & Stein, a Professional Association
101 E. Kennedy Boulevard, Suite 1000
Tampa, Florida 33602

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Shelley M. Ward
(Signature of an officer, president or vice chairman of the board)

Shelley M. Ward, President
(Printed or typed name and title)

October 9, 1997
(Date)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 15 AM 10:13

APPROVED
AND
FILED

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Jacqueline B. Whatley, Pres.
(Signature of Registered Agent)

October 9, 1997
(Date)

If signing on behalf of an entity:

Jacqueline B. Whatley
(Typed or Printed Name)

President
(Capacity)