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Certified Public Accountants

The Chasyn Building 20401 N.W. 2nd Avenue Suita 300 (State Road 441) Miami, Florida 33169 (305) 653-8865 (305) 653-8866 Fax: (305) 654-7751 Broward: 524-0122

February 28, 1995



Florida Department of State Division of Corporation P.O.Box 6327 Tallahassee, Fl 32314

Re: EUROCARIBBEAN CORPORATION, INC.

Filing of Articles of Incorporation

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Attn: Ms Doris Brown

New Filings Section

Dear Madam:

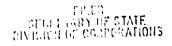
Attached is the Articles of Incorporation for the captioned non-profit company which we ask that you process in your usual manner.

Our check is enclosed for the filing fee. Thank you.

Sincerely WATSON & COMPANY, P.A.

Florence Meikle Office Manager for the Firm.

/fvm. enc. (AN) 3-6



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## ARTICLES OF INCORPORATION OF EUROCARIBBEAN CORPORATION, INC.

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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation

under the State of Florida.

#### ARTICLE I

The name of the corporation is EUROCARIBBEAN CORPORATION, INC.

### ARTICLE II DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

#### ARTICLE III

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

#### ARTICLE IV CAPITAL STOCK

The corporation is organized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock at \$1.00 par value per share. Holder of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holder of common stock shall not have preemptive rights t subscribe to the corporation's securities.

#### ARTICLE V

The name of the initial registered agent of this corporation is FRANCOIS BENJAMIN. The state address of the initial registered office of the corporation in the State of Florida is 1221 Btickrll Avenue, #900, Miami, FL 33131.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The corporation shall have one initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street addresses of the initial Director is:

FRANCOIS BENJAMIN 20065 NE 3rd Court, #2
Miami, FL 33179

#### ARTICLE VII

#### INCORPORATION

The name and address of the incorporator of these articles of Incorporation is FRANCOIS BENJAMIN, 1221 Brickell Avenue, #900, Miami, FL 33131.

#### ARTICLE VIII

#### INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

#### ARTICLE X

#### AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 24th day of Flbyuary 1995.

FRANCOIS BENJAMIN

STATE OF FLORIDA )
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgement in the State and County set forth above, personally appeared FRANCOIS BENJAMIN, known to me and known by me to be the person who executed the foregoing Article of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that FRANCOIS BENJAMIN, is desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1221 Brickell Avenue, #900, Miami, FL 33131 as its agent to accept service of process within Florida.

#### **ACKNOWLEDGEMENT**

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

Dated this 24th day of -Schruary, 1995.

FRANCOIS BENJAMIN
Registered Agent