

Watson & Company, P.A.

Certified Public Accountants

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February 28, 1995

RECEIVED STATE
DEPARTMENT OF REVENUE
FEB 28 1995
ESTIM-3 PM 9:43

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

Re: EUROCARIBBEAN CORPORATION, INC.
Filing of Articles of Incorporation

1000001421171
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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.

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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 to 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 Brickell 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 February 1995.




FRANCOIS BENJAMIN

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgment 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 24th day of February 1995.



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 February, 1995.

BY: 

FRANCOIS BENJAMIN
Registered Agent