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RITTER, FEINSTEIN & ZARETSKY
Attorneys and Counselors at Law

JOHN H. RITTER (1913-1979)
JOHN A. RITTER*
MICHAEL L. FEINSTEIN, P.A.
LOUIS D. ZARETSKY
ROBERT F. HOLLINGER
DANA E. CHARLES
BARRY R. LERNER*
DAVID C. HARNETT*

*ALSO ADMITTED TO OTHER BAR
OF COUNSEL

REPLY TO:

888 EAST LAS OLAS BOULEVARD
SUITE 710
FORT LAUDERDALE, FLORIDA 33301
(305) 767-9662
FAX: (305) 327-0848

PORT EVERGLADES, FLORIDA 33316
(305) 767-6162
DADD: (305) 377-1766
FAX: (305) 767-4844

555 N.W. 15 STREET
SUITE 100, VIVETTA BUILDING
MIAMI, FLORIDA 33132
(305) 372-0933
FAX: (305) 372-0836

November 29, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32324

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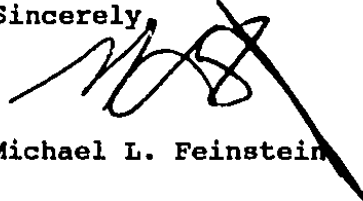
Re: Euro Investment A.G. Corp.

Gentlemen:

Enclosed are the original Articles of Incorporation and one copy for the above-referenced corporation along with the filing fee of \$122.50.

I have enclosed a stamped, self-addressed envelope so that you may return a stamped copy of the Articles of Incorporation to me.

Sincerely,



Michael L. Feinstein

ljs
Enclosures

789,613,671
W95-24087

96 JAN -8 PM 1:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

GB 1/8/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 11, 1995

MICHAEL L. FEINSTEIN, ESQUIRE
888 E LAS OLAS BLVD SUITE 710
FT LAUDERDALE, FL 33301

SUBJECT: EURO INVESTMENT A.G. CORP.
Ref. Number: W95000024087

We have received your document for EURO INVESTMENT A.G. CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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 (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 295A00053493

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ARTICLES OF INCORPORATION OF
EURO INVEST. AG CO.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

Article I. Name

The name of the corporation shall be:

Euro Invest. AG Co.

The address of the principal office of this corporation shall be 1323 S.E. 17th Street, #413, Fort Lauderdale, Florida 33316 and the mailing address of the corporation shall be the same.

Article II. Nature of the Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having No par value per share.

Article IV. Registered Agent

The street address of the initial registered office of the corporation shall be 888 East Las Olas Boulevard, Suite 710, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of the corporation at that address is Michael L. Feinstein. PA.

Article V. Term of Existence

This corporation is to exist perpetually.

Article VI. Directors

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Name:

Address:

Dr. Willie Brown

1323 S.E. 17th Street
#413
Fort Lauderdale, Florida 33316

Article VII. Officers

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Name:

Address:

Dr. Willie Brown
President

1323 S.E. 17th Street
#413
Fort Lauderdale, Florida 33316

Article VIII. Preemptive

The corporation elects to have preemptive rights.

Article IX. Special Provisions

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an "S" corporation as defined therein.

Article X. Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Michael L. Feinstein, P.A.
888 East Las Olas Boulevard
Suite 710
Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned agent of Michael L. Feinstein, P.A. has herunto set their hand and seal of Michael L. Feinstein, P.A. on December 1st, 1995.

MICHAEL L. FEINSTEIN, P.A.

By: 

Its agent -
Michael L. Feinstein

Acceptance of Registered Agent Designated
in the Articles of Incorporation

Michael L. Feinstein, P.A., a Florida corporation authorized to transact business in this state, having a business office identical with the registered office of the corporation named above and having been designated as the registered agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent under Section 607.0505 of the Florida Statutes.

MICHAEL L. FEINSTEIN, P.A.

By: 

Its agent -
Michael L. Feinstein

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ASSIGNMENT BY THE SOLE INCORPORATOR OF THE
ARTICLES OF INCORPORATION OF
EURO INVEST. AG CO.**

Michael L. Feinstein, P.A., as sole incorporator, for value received hereby assigns any and all rights it may have as such incorporator to the following:

Matthias Zimmermann

Dated:

12/29/96

MICHAEL L. FEINSTEIN, P.A.

By: 

Its agent -
Michael L. Feinstein