

96000014894

EUROPEAN - AMERICAN CONSULTING GROUP, INC.

801 BRICKELL AVENUE, 9th FLOOR
MIAMI, FLORIDA 33131

PHONE: (305) 789 - 6766
TELEFAX: (305) 372 - 0189

February 12, 1996

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

Subject: Corniche Capital, Inc.

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-02/20/96--01092--005
****131.25 ****131.25

Dear Sirs:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$131.25 for the filing fee, certified copy and certificate.

Also enclosed is a check made payable to the Secretary of State - Div. of Notaries - in the amount of \$10.00 for an Apostille. Kindly forward the corporate documents when they are issued to the Division of Notaries for an Apostille.

Thank you.

FEB 16 1996 BSB

Sincerely yours,

Henning Schwarzkopf
for:
European American Consulting Group, Inc.

FILED
95 FEB 14 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
CORNICHE CAPITAL, INC.

FILED
96 FEB 14 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

Name

The name of the Corporation is Corniche Capital, Inc.

ARTICLE II

Purposes

The general purpose or purposes for which this corporation is initially organized shall include the transaction of any and all lawful purposes for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III

Principal Office

The principal place of business and mailing address of this corporation shall be c/o European-American Consulting Group, Inc., 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.

ARTICLE IV

Shares

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock of \$.01 par value each.

ARTICLE V

Initial Registered Agent and Street Address

The name and address of the initial registered agent is European-American Consulting Group, Inc., 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.

ARTICLE VI

Initial Officers and Directors

The following shall constitute the initial Officers and Members of the Board of Directors of the Corporation:

NAME	ADDRESS
Norbert H.C. Frauendorf	Hamburg, Germany
Stefan Frauendorf	Hamburg, Germany

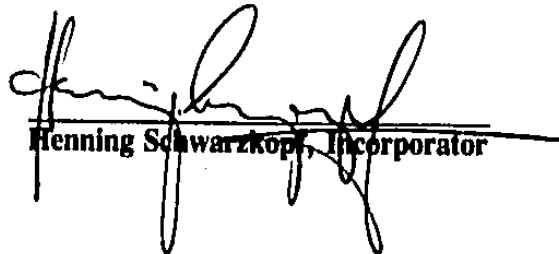
ARTICLE VII

Incorporator

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

NAME	ADDRESS
Henning Schwarzkopf	801 Brickell Avenue, 9th Floor, Miami, FL 33131

The undersigned incorporator has executed these Articles of Incorporation on February 12, 1996


Henning Schwarzkopf, Incorporator

FILED

96 FEB 14 PM 3:16

**CERTIFICATE OF DESIGNATION OF SECRETARY OF STATE
REGISTERED AGENT/REGISTERED OFFICE**
3D
FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

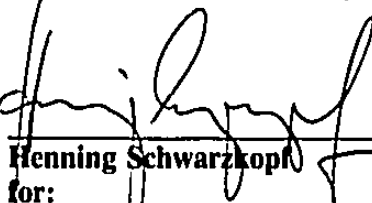
1. The name of the corporation is:

Corniche Capital, Inc.

2. The name and address of the registered agent and office is:

European-American Consulting Group, Inc.
801 Brickell Avenue, 9th Floor
Miami, FL 33131

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.



Henning Schwarzkopf

for:

European-American Consulting Group, Inc.,
801 Brickell Avenue, 9th Floor
Miami, FL 33131
REGISTERED AGENT

February 12, 1996