

Paralegal Associates

332 W. Boynton Beach Blvd. Suite 4
Boynton Beach, FL 33435
(407) 731-0092

April 24, 1996

P96000040762

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000001812030
-05/07/96--01156--005
****70.00 ****70.00

Dear Secretary of State:

Everett Trave

Enclosed find one original and a copy of the Articles of Corporation of: **RCA-TRADING-CO.**

Also find enclosed a check made payable to the Secretary of State in the amount of \$70.00 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as: **RCA TRADING CO.** is appreciated.

Respectfully,

Linda Brown

Linda Brown
332 W. Boynton Beach Blvd.
Suite 4
Boynton Beach, Florida 33435

5/13/96
LB

ARTICLES OF INCORPORATION
OF
EUROPA TRAVEL, INC.

RECEIVED
SECRETARY OF STATE
JAN 19 1961

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is: **EUROPA TRAVEL, INC.**
The principle address of the corporation is: 332 W. Boynton Beach Blvd., Suite 4, Boynton Beach, Florida 33435

ARTICLE TWO

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

This corporation is authorized to issue Ten Million (10,000,000) Value Common Stock, which shall be designated as "Common Shares" with a par value of \$.001 per share.
All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE FIVE

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

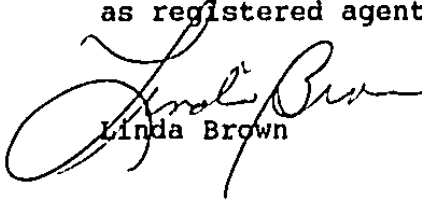
ARTICLE SIX

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE SEVEN

The street address and mailing address of the initial principal registered office is: 332 W. Boynton Beach Blvd., Suite 4, Boynton Beach, Florida 33435 and the name of its initial registered agent of this corporation is: Linda Brown.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Linda Brown

ARTICLE EIGHT

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the

shareholders. The names and addresses of the initial directors of this corporation is:

<u>Name</u>	<u>Mailing Address</u>
Michelle Suppos	225 Park Avenue, Suite 211 New York, N.Y. 10169
Basil Christakos	225 Park Avenue, Suite 211 New York, N.Y. 10169

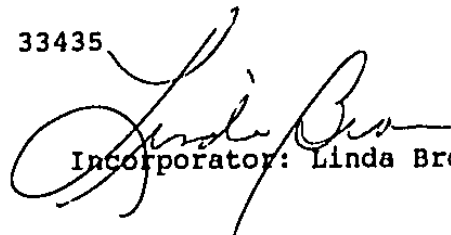
ARTICLE NINE

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE TEN

The name and address of the incorporator for this corporation is:

Linda Brown
332 W. Boynton Beach Blvd.
Suite 4
Boynton Beach, Florida 33435


Incorporator: Linda Brown

ARTICLE ELEVEN

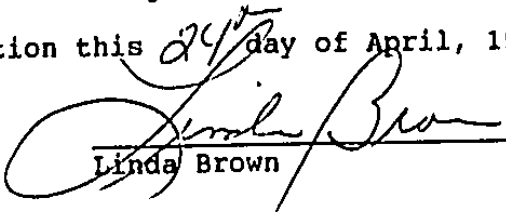
No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so

interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested any be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE TWELVE

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien not the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of April, 1996.


Linda Brown

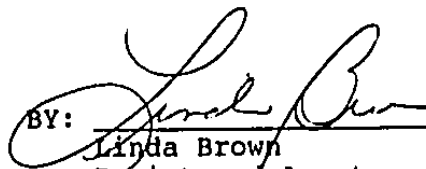
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

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

FIRST: that **EUROPA TRAVEL, INC.**, desiring to organize
under the laws of the State of Florida, with its principal office,
as indicated in the Articles of Incorporation, at City of Boynton
Beach, County of Palm Beach, State of Florida, has named Linda Brown
located at: 332 W. Boynton Beach Blvd, Suite 4, Boynton Beach,
Florida 33435, City of Boynton Beach, County of Palm Beach, State of
Florida, as its agent to accept service of process with the state.

ACKNOWLEDGEMENT: MUST BE SIGNED BY DESIGNATED AGENT

Having been named to accept service of process for the above
corporation, at place designated in this certificate, I hereby
accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY: 
Linda Brown
Registered Agent

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 100, Tallahassee, FL 32301 (904) 222-1222

Mailing Address: Post Office Box 1100, Tallahassee, FL 32301

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
(+) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.	700001936287	
Fictitious Name File	-08/30/96--01005--018	
	*****35.00	*****35.00
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone () _____		
Top Priority		
Express Mail Prep.		
FAX () _____ pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAAC _____

WALK-IN
Will Pick Up 8-30 11/11

August 21, 1996

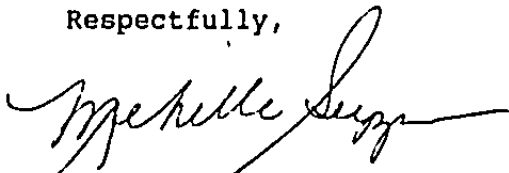
Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Amendment
of: **EUROPA TRAVEL, INC.**

Also find enclosed a check made payable to the Secretary of State in
the amount of \$35.00 which includes the statutory filing fee. Your
assistance in amending the articles of incorporation for:
EUROPA TRAVEL, INC. is appreciated.

Respectfully,

A handwritten signature in cursive script, appearing to read "Michelle Suppes", written in dark ink.

Michelle Suppes-President
225 Park Ave., Suite 211
New York, NY 10169

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EUROPA TRAVEL, INC.

RECEIVED
55 AUG 30 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: Article Number 8- The Directors of this corporation shall now be:

Michelle Suppes
225 Park Avenue, Suite 211
New York, NY 10169

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: August 21, 1996

FOURTH: Adoption of Amendment:

- ____. The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.
- ____. The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.
- X . The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- ____. The amendment was approved by the shareholders through voting groups.

The number of votes cast for the amendment was sufficient
for approval by **Michelle Suppes and Basil Christakos**
(voting group)

Signed this 21st day of August, 1996

BY:


Michelle Suppes- President

P96000040762

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1997

EUROPA TRAVEL, INC.
835 BENTWATER CR
201
NAPLES, FL 34108 US

SUBJECT: EUROPA TRAVEL, INC.
Ref. Number: P96000040762

Debit Memo #: 8497-G

This is to inform you that check #92 in the amount of \$165.00 submitted with the annual report for EUROPA TRAVEL, INC. has been returned by your bank because of REFER TO MAKER.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 2, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 297A00029700

PR6000040762

July 28, 1997

700002250827--2
-07/29/97--01073--010
****180.00 ****180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: EUROPA TRAVEL,
INC.

DEBIT MEMO: # 8497-G

CHECK #: 92