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ATTORNEY-AT-LAW

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Jacksonville, Florida 32202

June 5, 1996

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*****122.50 *****122.50

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Euroamerica Enterprises, Inc.

Gentlemen:

Enclosed please find the proposed Articles of Incorporation of Euroamerica Enterprises, Inc., for filing with your office, together with a check for \$122.50 to cover the filing fees, designation of registered agent fee, and a certified copy of the articles.

Please direct all correspondence to my attention.

Thanking you for your kind assistance, I remain,

Sincerely


Gonzalo R. Andux

GRA/ga
Enclosures:

Dmc
6/7/96

FILED
96 JUN -6 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

EUROAMERICA ENTERPRISES, INC.

FILED

96 JUN -6 PM 3:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby subscribes and forms a corporation for profit under the laws of the State of Florida.

ARTICLE ONE: NAME.

The name of this corporation is: EUROAMERICA ENTERPRISES, INC.

ARTICLE TWO: NATURE OF BUSINESS.

The general nature of the business to be transacted by this Corporation is to engaged in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE THREE: CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is One Thousand (1000) shares of common stock, each share having a par value of One and No/100 (\$1.00) Dollars, being subject to the following restriction of transfer, which restriction shall appear on the back of each certificate of stock, as follows: "Each stockholder shall offer first to the corporation, and then to the other stockholders, a thirty (30) days First Refusal Option to purchase the stock should the stockholder elects to sell said stock".

ARTICLE FOUR: INITIAL CAPITAL.

The initial capital with which this corporation shall begin business is One Thousand and No/100 (\$1,000.00) Dollars, represented by One Thousand Shares of common stock.

ARTICLE FIVE: TERM OF EXISTENCE.

This corporation shall have perpetual existence.

ARTICLE SIX: ADDRESS.

The initial address of the principal office of this corporation is 200 W. Forsyth Street, Suite 800, Jacksonville, Florida 32202. The Board of Directors may from time to time move the office of the Corporation to any place in Florida.

ARTICLE SEVEN: DIRECTORS.

This corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws of the Corporation, but shall never be less than one.

ARTICLE EIGHT: INITIAL DIRECTORS.

The name and post office address of the initial director of this corporation are:

Jose Antonio Lopez
200 W. Forsyth Street, Suite 800
Jacksonville, FL 32202

Antonio Barroso
200 W. forsyth Street, Suite 800
Jacksonville, FL 32202

ARTICLE NINE: PRE-EMPTIVE RIGHTS.

Each stockholder of this corporation shall, on the sale for cash of any new stock of the same class which he already holds, have the right to purchase his pro-rata share thereof,

at the price at which it is offered to others.

ARTICLE TEN: SUBSCRIBER.

The name and street address of the subscriber to these Articles of Incorporation are:

Gonzalo R. Andux, Esquire
200 W. Forsyth Street, Suite 800
Jacksonville, Florida 32202

ARTICLE ELEVEN: REGISTERED AGENT.

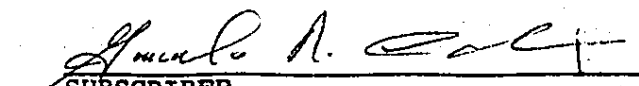
The name and street address of the registered agent for service of process of this corporation are:

Gonzalo R. Andux, Esquire
200 W. Forsyth Street, Suite 800
Jacksonville, Florida 32202

ARTICLE TWELVE: AMENDMENTS.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by majority of stock entitled to vote thereon, unless all the directors and stockholders sign a written statement manifesting their intention that certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation of EUROAMERICA ENTERPRISES, INC., under the laws of the State of Florida, this 5th day of June, 1996.


SUBSCRIBER.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, **EUROAMERICA ENTERPRISES, INC.**, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to this position.

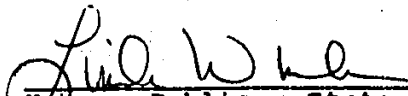

REGISTERED AGENT.

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

ss.

Before me, the undersigned authority, personally appeared Gonzalo R. Andux, Esq., to me well known and known to me to be the individual described in and who executed the attached and foregoing Articles of Incorporation of **EUROAMERICA ENTERPRISES, INC.**, and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND AND SEAL this 5th day of June, 1996, at Jacksonville, Duval County, Florida.


Notary Public, State of Florida
at Large.
My Commission Expires:



LINDA A WHALEN
My Commission CC415006
Expires Oct. 20, 1998
Bonded by NA
800-422-156