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LAW OFFICE
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LAWRENCE L. DAVIS, LL.M., C.P.A.
BOARD CERTIFIED TAX ATTORNEY

TELEPHONE:
(954) 482-7110

September 6, 1996

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

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-09/10/96--01102--020
****122.50 ****122.50

Re: Incorporation of ITC/Europe, Inc.

Dear Sir/Madam:

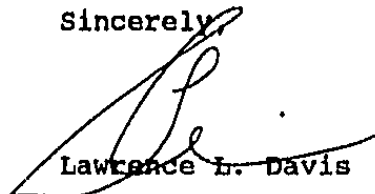
Please find enclosed the original and one photocopy of the Articles of Incorporation of the above corporation. Designation of the registered agent is made in the text of the Articles, and the acceptance by the named registered agent is attached to the back of the Articles. Also, please find enclosed a check in the amount of \$122.50 for the following items:

Filing Fee - Articles of Incorporation	\$ 35.00
Filing Fee - Registered Agent	35.00
Certification Fee - Articles of Incorporation	52.50
TOTAL	<u>\$122.50</u>

Please file the original of the Articles, certify the photocopy thereof and return the certified photocopy to me at your earliest convenience. An envelope is enclosed for your convenience.

If you have any questions, please feel free to call me.

Sincerely,


Lawrence L. Davis

FILED
96 SEP -9 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-11-96
KR

ARTICLES OF INCORPORATION
OF
ITC/Europe, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I.

NAME

The name of the Corporation is ITC/Europe, Inc.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office is:

110 E. Broward Blvd., Suite 610
Ft. Lauderdale, FL 33301

and the mailing address of the Corporation is:

110 E. Broward Blvd., Suite 610
Ft. Lauderdale, FL 33301.

ARTICLE III.

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV.

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of common stock, One Dollar (\$1.00) par value per share.

ARTICLE V.

PREEMPTIVE RIGHTS

To the extent not inconsistent with Florida law, every shareholder, upon the distribution of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to acquire his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) upon the terms same which it is offered to others.

ARTICLE VI.

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Lawrence L. Davis
108 S.E. 8th Ave
Suite 110
Ft. Lauderdale, FL 33301

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The Corporation shall have initially one (1) director to hold

office until the first annual meeting of shareholders and until his/her successor shall have been elected and qualified, or until his/her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

The name and address of the initial director(s) of the Corporation are:

Philip Thomas
110 E. Broward Blvd., Suite 610
Ft. Lauderdale, FL 33301

ARTICLE VIII.

INCORPORATOR

The name and address of the person signing these Articles are:

Lawrence L. Davis
P.O. Box 495
Ft. Lauderdale, FL 33302

ARTICLE IX.

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1 day of SEPTEMBER, 1996.


Lawrence L. Davis
Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared Lawrence L. Davis known to me and known by me to be the person who executed the foregoing Articles 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 6th day of September, 1996.


Notary Public, State of Florida

My Commission Expires:




LINDA G. PARR
MY COMMISSION # 00350030 EXPIRES
October 27, 1998
SIGNED THRU TERRY TAN ASSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of ITC/Europe, Inc., as made in the foregoing Articles of Incorporation. I am familiar with, and accept the obligations of, a registered agent in Florida.

Date: 9/06/96


Lawrence L. Davis

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA