

P96000084489

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT -9 AM 11:07

October 7, 1996

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

900001969789  
-10/09/96--01110--019  
\*\*\*\*131.25 \*\*\*\*131.25

RE: EuropArt

Dear Sir or Madam,

Enclosed please find the Articles of Incorporation for EuropArt.  
Please forward certified copies to:

P. Negip  
15248 South U.S. 41, Suite 900  
Ft. Myers, FL 33908

Also enclosed is a check in the amount of \$131.25 for all  
applicable fees. I can be reached at (941)433-3115 if you have  
any questions.

Thank you,

Sincerely,

  
Phillip R. Negip

D. BROWN OCT 14 1996

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ARTICLES OF INCORPORATION

OF

EUROPART CORPORATION

The undersigned subscribe to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

**NAME**

The name of this corporation is

EUROPART CORPORATION

ARTICLE II

**NATURE OF BUSINESS**

a. To purchase or in any way acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and as the consideration for same to pay cash or to issue the capital stock, debentures bonds, mortgages bonds, or other obligations of the corporation, and to sell, convey, lease, mortgage deed of trust, turn to account, or otherwise deal with all or any part of the property of the corporation; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidence of indebtedness; to purchase or otherwise acquire for the purpose of holding or disposing of the same, real or personal property of any person, firm, association, or corporation, paying for the same in cash, stock, or bonds of this corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrant, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without restriction or limit as to amount. To buy, sell, lease, rent, exchange, construct, advertise, appraise, auction, and improve real estate for others for compensation.

b. To purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, import, export or otherwise dispose of or invest in, trade-in, or deal in with goods, wares, merchandise, products, art, antiques, real and personal property, and services of every class, kind and description.

c. To conduct business in and have one or more offices, in the State of Florida, and in all other states and countries, to buy, to hold, mortgage, sell, convey, lease or otherwise dispose of franchise, patents, copyrights, trademarks and licenses.

d. To conduct debts and borrow money, issue or sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

e. To guarantee, endorse, purchase, hold, sell, transfer, mortgages, pledge or otherwise acquire or dispose of the shares of the capital stock, or of any bonds, securities or other evidence of indebtedness created by any other corporation of the State of Florida or any other state of government, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote on such stock.

f. To purchase the corporate assets of any other corporation and engage in the same or similar character of business.

g. To transact any or all business as may be lawful.

### ARTICLE III

The aggregate number of shares that the corporation shall have the authority to issue is 500 voting shares of par value Capital Stock at One dollar (\$1.00) per share par value. The consideration to be paid or contributed to the corporation for each share of par value Stock shall be determined by the Board of Directors.

### ARTICLE IV

The highest amount of indebtedness to which this corporation may obligate itself will be \$100,000,000.00

### ARTICLE V

This corporation shall have perpetual existence.

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DIVISION OF CORPORATIONS  
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ARTICLE VI

The number of Directors of this corporation shall not be less than one (1) and not more than three (3), who need not be residents of the State of Florida or Shareholders of the corporation.

ARTICLE VII

The name and post office address of the first Board of Directors of this Corporation, consisting of one (1) Director, who shall hold office for the first year, or until his successor(s) is/are chosen, shall be:

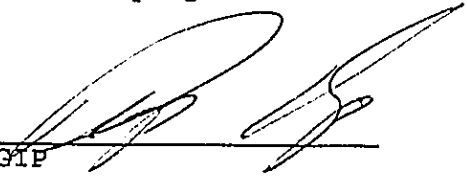
ARTICLE VIII

**REGISTERED AGENT**

The post office address of the initial registered office of this corporation shall be at 15248 S. US. 41 Suite 900, Ft. Myers, Florida 33908, and the initial registered agent at such address is PHILLIP R. NEGIP.

The board of Directors may from time to time move the principal office to any other Florida address.

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity and agree to comply with provisions of said Act relative to keeping an office open.

Accepted:   
PHILLIP R. NEGIP

ARTICLE IX

The name and address of the incorporator is as follows:

PHILLIP R. NEGIP  
15248 S. US 41 Suite 900  
Ft. Myers, Fl. 33908

#### ARTICLE X

##### VOTING RIGHTS

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 XI

##### PRE-EMPTIVE RIGHTS

Every shareholder upon 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 at the price at which is offered to others.

#### ARTICLE XII

##### BY-LAWS

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XIII

##### AMENDMENTS

These Articles of Incorporation can be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote.

#### ARTICLE IXX

##### STOCKHOLDERS AGREEMENT

Stockholders of this corporation may enter into such stockholders and trustees agreements as they may see fit wherein and whereby such stockholders may limit their voting fights by virtue of such stockholders and trustees agreements.

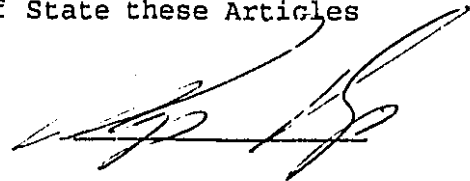
ARTICLE IXX

PRINCIPAL BUSINESS ADDRESS

The initial post office address of the principal corporate office shall be at 15248 S. US. 41 Suite 900, Ft. Myers, Florida 33908.

IN WITNESS WHEREOF, I have hereto set my hand and seal and caused to be filed in the Office of the Secretary of State these Articles of Incorporation.

PHILLIP R. NEGIP



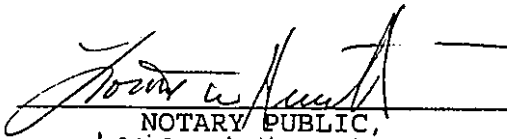

STATE OF FLORIDA

SS

COUNTY OF LEE

BEFORE ME, THE UNDERSIGNED AUTHORITY, personally appeared PHILLIP R. NEGIP who acknowledged that he signed the foregoing Articles of Incorporation and that he signed same for the purposes therein expressed freely and voluntarily.

WITNESS my hand and official seal at Ft. Myers, Lee County, Florida, this 30 TH day of SEPTEMBER, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC,  
Louis W. Hewitt  
Personally Known  
My Comm. Expires 3/10/98  
No. CC354797  
Sealed by Service Inc.  


P96000084489

VEGA, STANLEY, ZELMAN & HANLON, P.A.

SHARON M. HANLON  
JOHN F. STANLEY  
GEORGE VEGA, JR.  
THEODORE ZELMAN  
PAULA J. RHODES  
JOHN G. VEGA  
THOMAS J. WOOD

OF COUNSEL  
THOMAS R. BROWN

2660 AIRPORT ROAD SOUTH  
NAPLES, FLORIDA 33962-4899

TELEPHONE (941) 774-3333  
TELECOPIER (941) 774-6420

July 14, 1997

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

Dear Sir or Madam:

400002239194--6  
-07/16/97--01039--007  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Europart Corporation

Enclosed please find original and one copy of Articles of Amendment with regard to the above corporation together with check in the amount of \$35.00 for filing fees. Please proceed to file the same and return a file-stamped copy to this office.

Thank you.

Very truly yours,

*John F. Stanley*

John F. Stanley

JFS:rjm  
Enclosures

FILED  
97 JUL 16 AM 11:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Done 7/18*

*N/C Amend*

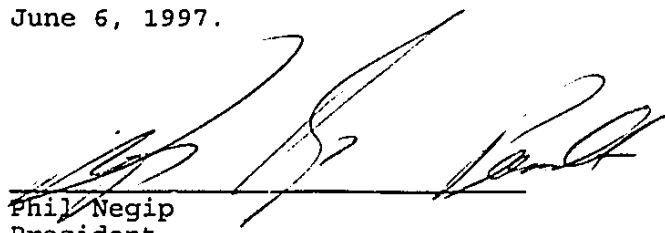
ARTICLES OF AMENDMENT  
TO  
EUROPART CORPORATION

97 JUL 16 AM 11:54  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is **EUROPART CORPORATION**.
2. Article I of the Articles of Incorporation of **EUROPART CORPORATION** is amended to read as follows:

Name: The name of the corporation is  
**EURO INVESTMENT CORPORATION**

3. This amendment was adopted as a joint meeting of the Directors and Shareholders on June 6, 1997.

  
\_\_\_\_\_  
Phil Negip  
President