

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8060  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 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 \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RECEIVED  
 NOV-6 AM 9:55  
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED

DATE 11/6

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN

Will Pick Up

10:30 AM

11/6

RE: U.S. - Euro Import-Export Corp.

|                             | 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-                      |           |           |
| Fictitious Name File        |           |           |
| 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 ( )                     |           |           |

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

ARTICLES OF INCORPORATION  
OF  
U.S.-EURO IMPORT-EXPORT CORP.

FILED  
96 NOV -6 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the corporation is U.S.-EURO IMPORT-EXPORT CORP.

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - Initial Registered Office and Agent

The street address and the mailing address of the corporation's principal office as well as that of the initial registered office of this corporation is the same: 3400 S. Tamiami Trail, Ste. 303, Sarasota, Florida 34239, and the initial registered agent of this corporation at that address is Peter J. Jaensch.

ARTICLE VI - Initial Board of Directors

This corporation shall have One (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is as follows:

Hartmut Bartkus  
2315 S.W. 45th Terrace  
Cape Coral, FL 33914

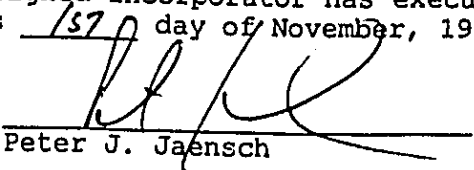
ARTICLE VII - Incorporator

Peter J. Jaensch  
3400 South Tamiami Trail, Suite 303  
Sarasota, FL 34239

ARTICLE VIII - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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

  
Peter J. Jaensch

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared PETER J. JAENSCH, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

WITNESS my hand and official seal in the state and county aforesaid this 1st day of November, 1996.

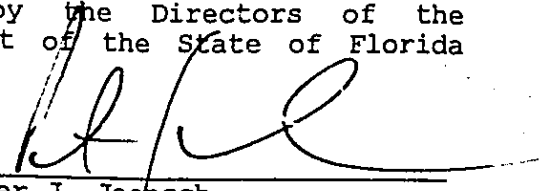
  
Notary Public

My commission expires:



ANNE McLEAN  
COMMISSION # CC 395025  
EXPIRES JUL 25, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

I HEREBY ACCEPT appointment as initial registered agent of the above-named corporation and agree to serve as such until my successor shall have been named by the Directors of the Corporation, and the proper department of the State of Florida notified thereof.

  
Peter J. Jaensch

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT U.S.-EURO IMPORT-EXPORT CORP.  
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF  
SARASOTA, STATE OF FLORIDA, HAS NAMED PETER J. JAENSCH, LOCATED AT  
3400 SOUTH TAMiami TRAIL, SUITE 303, CITY OF SARASOTA, STATE OF  
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITH FLORIDA.

SIGNATURE

(CORPORATE OFFICER)

TITLE

DATE

*Corp. Counsel*

*11-1-96*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

Peter J. Jaensch

DATE

*11-1-96*

FILED  
96 NOV 18 PM 2:16  
SECRETARY OF STATE  
TAMiami SEE FLORIDA