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ACCOUNT NO. : 072100000032

REFERENCE : 330791 81445A

AUTHORIZATION :

*Patricia Pijet*

COST LIMIT : \$ 70.00

ORDER DATE : April 15, 1997

ORDER TIME : 9:19 AM

ORDER NO. : 330791-005

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CUSTOMER NO: 81445A

CUSTOMER: Miko P. Gunderson, Esq  
BATSEL MCKINLEY ITTERSAGEN &  
GUNDERSON, PA  
Suite 204  
1861 Placida Road  
Englewood, FL 34223

DOMESTIC FILING

NAME: EURO INTERNATIONAL  
FINANCING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILE  
97 APR 15 AM 11:56  
TALLAHASSEE, FLORIDA  
RECEIVED  
97 APR 15 AM 10:39  
DIVISION OF CORPORATION

1 8N 1 APR 15 1997

ARTICLES OF INCORPORATION  
OF

EURO INTERNATIONAL FINANCING, INC.

FILED  
97 APR 15 AM 11:56  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1. - NAME AND ADDRESS

The name of this corporation is Euro International Financing, Inc., a Florida corporation, and the principal office is located at 5265 Duncan Road, Punta Gorda, Florida 33951.

ARTICLE 2. - DURATION OF CORPORATION EXISTENCE

This corporation shall exist perpetually.

ARTICLE 3. - PURPOSES

The general purposes for which this corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes, as the same now exists or as it may hereafter be changed.

ARTICLE 4. - CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share. There shall be no other type or class of stock.

ARTICLE 5. - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation shall be c/o Batsel, McKinley, Ittersagen, Gunderson & Berntsson, P.A., 1861 Placida Road, Suite 204, Englewood, Florida 34223. The name of the initial registered agent at such address is Miko P. Gunderson.

ARTICLE 6. - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders, but shall never be less than one nor more than three.

ARTICLE 7. - INITIAL DIRECTORS

ARTICLE 8. - INCORPORATOR

The name and post office address of the incorporator of this corporation is: Miko P. Gunderson, 1861 Placida Road, Suite 204, Englewood, Florida 34223.

ARTICLE 9. - AMENDMENT

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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals this 14 day of April, 1997.

Witnesses:

[Signature]  
[Signature]

[Signature]  
Miko P. Gunderson

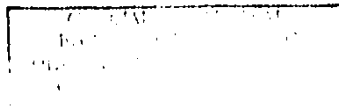
STATE OF FLORIDA  
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Miko P. Gunderson, who is personally known to me and who did/did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Englewood, said County and State, this 14 day of April, 1997.

[Signature]  
Notary Public

My commission expires:



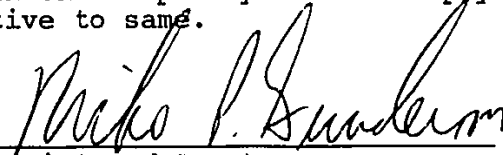
CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS

In compliance with Section 48.091, Florida Statutes, the following is submitted:

EURO INTERNATIONAL FINANCING, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Englewood, County of Charlotte, State of Florida, has designated MIKO P. GUNDERSON, whose street address is 1861 Placida Road, Suite 204, Englewood, Florida 34223, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.

  
Registered Agent

41047a07

97 JUL 15 2:11:56  
FBI  
TALLAHASSEE  
FBI