

P970000 63511

July 21, 1997

Department of State, Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: EAGLE INTERNATIONAL NORTH FLORIDA. INC.

200002240712--4

-07/17/97--01094--001

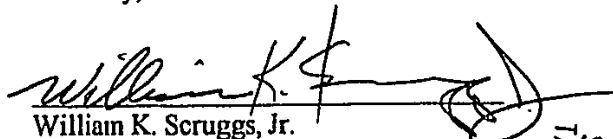
Ladies and Gentleman:

*****70.00 *****70.00

Please find enclosed for the refiling one original and one copy of the Articles of Incorporation of Eagle International North Florida, Inc. Also enclosed is a copy of your letter dated July 18, 1997.

Please complete our filing and returned the filed stamped copy, showing the date of filing, to the undersigned.

Sincerely,



William K. Scruggs, Jr.

656 N. Beal Pkwy, Suite J, Ft. Walton Bch., FL 32416

FILED
97 JUL 22 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. 0-1234-001

JUL 23 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1997

WILLIAM SCRUGGS
656 BEAL PKWY STE J
FT WALTON BCH, FL 32547

SUBJECT: EAGLE INTERNATIONAL OF FLORIDA INC.
Ref. Number: W97000016592

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for EAGLE INTERNATIONAL OF FLORIDA INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 397A00036666

ARTICLES OF INCORPORATION
of
EAGLE INTERNATIONAL NORTH FLORIDA, INC.
656 N Beal Parkway Suite J
Ft. Walton Beach, FL. 32547

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91 JUL 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Eagle International North Florida, Inc.

ARTICLE II
DURATION

The Corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation with the Department of State.

ARTICLE III
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the State of Florida.

ARTICLE IV
SHARES

The total number of shares which the corporation shall have authority to issue is 10,000,000 shares with a par value of \$0.0001 per share.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

William K. Scruggs, Jr
656 N. Beal Parkway, Suite J
Okaloosa County
Ft. Walton Beach, FL 32547

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Frederick D. Schor
410 Barataria Lane
Ft. Walton Beach,, FL 32547

William K. Scruggs, Jr
669 Navy Street
Ft. Walton Beach, FL 32547

Robert A. Walker
No. 4 Lot 4 Half Moon Beach
Olongapo City, Zambales
Philippines

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

**ARTICLE VIII
BY-LAWS**

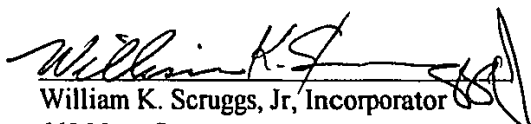
The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and the shareholders

**ARTICLE IX
SECTION 1244 STOCK**

It is the intent of this charter that the directors may sell the capital stock of the Corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code of 1954 as amended.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



William K. Scruggs, Jr, Incorporator
669 Navy Street
Ft. Walton Beach, FL 32547

State of Florida, County of Okaloosa, ss:

Subscribed and sworn to (or affirmed) before me this 16th day of JULY, 19 97.

HE IS NOT KNOWN PERSONALLY TO ME AND HAS PRODUCED A FLORIDA DRIVER'S LISENCE
NUMBER S620-931-42-226-0

AMANDA J. FRANKLIN
"Notary Public-State of FL"
Comm. Exp. April 13, 2001
Comm. No. 6623906


AMANDA FRANKLIN
Notary Public

CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the Corporation is: **EAGLE INTERNATIONAL NORTH FLORIDA, INC.**
2. The name and address of the registered agent and office is:

Name: **William K. Scruggs, Jr.**

Address: **Suite J, 656 N. Beal Parkway
Ft. Walton Beach
Okaloosa County
Florida 32547**

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97 JUL 22 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. Principle address of corporation: **Same as above**

STATEMENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


William K. Scruggs, Jr.

DATE

July 21, 1997