

Barnett Center
Suite 300
4501 Tamiami Trail North
Naples, Florida 34103-3060
941/262-5959
FAX 941/434-4999

Attorneys at Law in
Milwaukee and Madison, Wisconsin
West Palm Beach and Naples, Florida
Phoenix, Arizona

Naples Attorneys
Brett A. Brosseit
Louis D. D'Agostino
James T. Demarest
Kevin A. Denti
Robert E. Doyle, Jr.
Timothy G. Hains
Samara S. Holland
John D. Humphreville
Kimberly L. Johnson
Thomas E. Maloney
F. Joseph McMackin, III
Mark H. Muller
David L. Petersen
Leo J. Selvatori
Joseph D. Zaks

Quarles & Brady

97000070018

August 8, 1997

Secretary of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/11/97--01049--013
****122.50 ****122.50

EFFECTIVE DATE
8-15-97

Re: Incorporation of Eurobrands Corporation

Dear Sir/Madam:

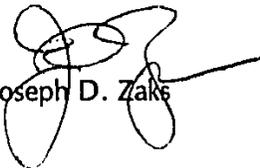
Enclosed herewith are originals and one copy of Articles of Incorporation prepared for the initial filing of incorporation for the above-referred entity. Please file accordingly and return the copy, with time and date stamp, to me in the enclosed envelope. Also please provide a certified copy of the Articles of Incorporation.

Our check for your corporation filing and certified copy fee of \$122.50 is enclosed.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

QUARLES & BRADY


Joseph D. Zaks

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 11 AM 10:39

JDZ/lmf

Enclosures

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC EXAM

Joseph D. Zaks GAVE
Effective Date
8/14/97
Don Brown

D. BROWN AUG 13 1997

EFFECTIVE DATE
8-15-97

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 AUG 11 AM 10:39

ARTICLES OF INCORPORATION
OF
EUROBRANDS CORPORATION

ARTICLE I
NAME

The name and address of this corporation is EUROBRANDS CORPORATION, 2110 Arielle Drive, #106, Naples, Florida 34109.

ARTICLE II
DURATION

This corporation shall exist perpetually commencing on August 15, 1997.

ARTICLE III
PURPOSE

This corporation is organized to engage in any and all purposes allowed a Florida corporation.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss, to the extent allowed by Section 1244.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this corporation at that address is Joseph D. Zaks.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have one 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 and address of the initial director of this corporation are as follows:

Jack Van Duinen
2110 Arielle Drive, #106
Naples, Florida 34109

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these articles is: Joseph D. Zaks, c/o Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103.

**ARTICLE VIII
BY-LAWS**

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

**ARTICLE IX
SHAREHOLDER QUORUM**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

**ARTICLE X
MAJORITY VOTE TO AMEND**

These Articles may be amended upon a majority vote of the shareholders.

**ARTICLE XI
MEETINGS**

Any meeting of shareholders may be held whether within or outside the State of Florida.

**ARTICLE XII
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

**ARTICLE XIII
NO REMOVAL OF DIRECTORS**

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

**ARTICLE XIV
PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, has the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XV
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

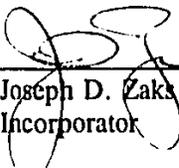
An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

**ARTICLE XVI
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 8 day of August, 1997.



Joseph D. Zaks
Incorporator L.S.

