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BAUR, MILLER & WEBNER, P.A.

ATTORNEYS AT LAW

October 9, 1997

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ADMITTED IN FLORIDA AND IN THE
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Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

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****122.50 ****122.50

Re: **EUROBOOKS INC.**
Our File No. 2638.002

Dear Sirs:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Acceptance by the Registered Agent relative to the above cited company together with our check in the amount of \$122.50 corresponding to what we understand to be the filing fee and the return of a certified copy. Please arrange for such filing as soon as possible, thereafter returning the enclosed copy to us evidencing the date of incorporation.

Should you have any questions relative to the foregoing, please let us know.

Sincerely yours,

Thomas Baur
Thomas Baur

AR/hb
encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 AM 11:46

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D. BROWN OCT 15 1997

ARTICLES OF INCORPORATION

OF

EUROBOOKS INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 13 AM 11:46

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

EUROBOOKS INC.

The address of the principal office of this corporation shall be

100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be

100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

ARTICLE V. TERM OF EXISTENCE


This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Thomas Baur
Baur, Miller, & Webner, P.A.
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set its hand on
October 9, 1997.

By: 
Thomas Baur
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Baur, Miller, & Webner, P.A., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

A handwritten signature in cursive script, appearing to read 'Baur', is written above a horizontal line.

Thomas Baur, President
Baur, Miller, & Webner, P.A.