



THE UNITED STATES
CORPORATION
COMPANY

798000029907

ACCOUNT NO. : 072100000032

REFERENCE : 755102 4372512

AUTHORIZATION : Patricia Pujant

COST LIMIT : \$ 70.00

ORDER DATE : March 25, 1998

ORDER TIME : 3:36 PM

ORDER NO. : 755102-005

CUSTOMER NO: 4372512

CUSTOMER: Gregg E. Jaclin, Esq
RICHARD I. ANSLOW, ESQ.

Freehold Office Plaza
4255 Route 9 Suite D
Freehold, NJ 07728

800002474918--8

DOMESTIC FILING

NAME: EUROSOFTE CORPORATION

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: Jeanine Glisar

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 PM 12:52

RECEIVED
98 APR -1 PM 10:45
DIVISION OF CORPORATIONS

WS 4/1

ARTICLES OF INCORPORATION
OF
EUROSOFT CORPORATION

FILED STATE
SECRETARY OF CORPORATIONS
98 APR -1 PM 12:52

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:

EUROSOFT CORPORATION

The address of the principal office of this corporation shall be 777 South Flagler Drive, 8th Floor, West Tower, West Palm Beach, Florida 33401, and 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 20,000,000 shares at \$.001 par value of which 15,000,000 is common at \$.001 par value and 5,000,000 is preferred at \$.001 par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 777 South Flagler Drive, 8th Floor, West Tower, West Palm Beach, Florida 33401, and the name of the initial registered agent of the corporation at that address is William Luckman.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

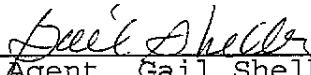
William Luckman	777 South Flagler Drive, 8th Floor, West Tower,
Dir.	West Palm Beach, Florida 33401

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on March 26, 1998.



Its Agent, Gail Shelby
Incorporator

JKG

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 PM 12:52

William Luckman, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

EUROSOFT CORPORATION

William Luckman is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: William Luckman

JKG