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GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

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April 2, 1998

**VIA FEDERAL EXPRESS**

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

200002478662--4  
-04/03/98--01097--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Euro XI, Inc.

Gentlemen:

Enclosed are the following items pertaining to the incorporation of Euro XI, Inc.:

1. Two originals of its Articles of Incorporation;
2. Acceptance of Registered Agent; and
3. Our check payable to you for the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Filing Registered Agent's certificate	<u>35.00</u>
<b>TOTAL</b>	<b>\$122.50</b>

Please approve and file one of the original Articles of Incorporation, certify the other original, and return the certified document to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.

  
Donald S. Hart, Jr.

DSH/kb  
Enclosures  
cc: Tim Koletic

1859-800^C

FILED  
98 APR -3 AM 9:11  
SEAL FILE OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**EURO XI, INC.**

**FILED**  
98 APR -3 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of Euro XI, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is:       **Euro XI, Inc.**

**ARTICLE II. PURPOSE**

The corporation may transact any or all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

**ARTICLE III. TERM OF EXISTENCE**

The existence of the corporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State and shall have perpetual existence thereafter.

**ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal business office and mailing address of the corporation is c/o Euro American Management, Inc. ,4350 W. Cypress Street, Suite 250, Tampa, Florida 33607.

**ARTICLE IV. CAPITAL STOCK**

The number of shares of capital stock that the corporation is authorized to issue is 100 shares of common stock, having a par value of \$.10 per share.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is c/o Euro American Management, Inc., 4350 W. Cypress Street, Suite 250, Tampa, Florida 33607, and the name of the corporation's initial registered agent at that address is Bruce D. Burdge

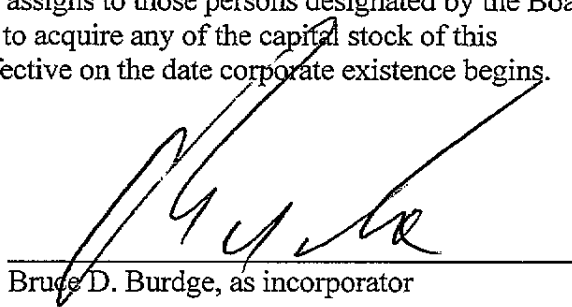
**ARTICLE VI. INCORPORATOR**

The name and street address of the incorporator are:

Bruce D. Burdge  
c/o Euro American Management, Inc.  
4350 W. Cypress Street, Suite 250  
Tampa, Florida 33607

The incorporator assigns to this corporation his rights under Section 607.0201, FLORIDA STATUTES, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

**EXECUTED:** March 31, 1998



\_\_\_\_\_  
Bruce D. Burdge, as incorporator

1859-802.

## ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, FLORIDA STATUTES, the following is submitted:

That Euro XI, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at c/o Euro American Management, Inc., 4350 W. Cypress Street, Suite 250, Tampa, Florida 33607, has named Bruce D. Burdge as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Euro XI, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, FLORIDA STATUTES.

DATE: March 31, 1998.

  
\_\_\_\_\_  
Bruce D. Burdge

**FILED**  
98 APR -3 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA