

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Profit

1.) Euro direct, Inc.

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SPECIAL INSTRUCTIONS

FILED
98 JUN -5 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUN -5 AM 11:00
DIVISION OF CORPORATION
JUN -5 1998

4

P. Hall

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ARTICLES OF INCORPORATION

OF

EURODIRECT, INC.

FILED
98 JUN -5 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of incorporating a professional corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

Eurodirect, Inc.

ARTICLE II: PURPOSE

This corporation may engage in any or all lawful activities or business permitted under the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK AND PREEMPTIVE RIGHTS

The capital stock authorized is 10,000 shares, common stock, having a par value of \$.01 per share. All of said stock shall be payable in cash, property, real or personal, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have preemptive rights, unless the stockholders otherwise agree.

ARTICLE IV: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be One Progress Plaza, Suite 1210, Barnett Tower, St. Petersburg, Florida 33701 with the privilege of and the name of the initial registered agent of the corporation at that address is Alan M. Gross. The principal place of business is 9269 Park Boulevard North, Seminole, Florida 33777.

ARTICLE V: TERM OF EXISTENCE

The effective date of this corporation shall be its date of filing and this corporation is to exist perpetually.

ARTICLE VI: BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE VII: COMMITTEES

To the fullest extent allowable by law, the Board of Directors may establish committees of Directors consisting of two (2) or more persons, and the Directors may rely on information, opinions, reports or statements, including any financial statements and other financial data prepared or presented by such committee.

ARTICLE VIII: DIRECTORS

This corporation shall have two (2) Directors, initially. The affairs of the corporation will be managed by the Director so designated as provided by the Bylaws of this corporation, as follows:

- | | | | |
|----|-------------------------|----|---------------------------|
| 1. | Cristian Socianu | 2. | Roger Schaffer |
| | 12041 Cadiz Place , #7 | | 9269 Park Boulevard North |
| | Seminole, Florida 33772 | | Seminole, Florida 33777 |

ARTICLE IX: INCORPORATORS

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

Cristian Socianu, 12041 Cadiz Place, #7, Seminole, Florida 33772.

ARTICLE X: CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

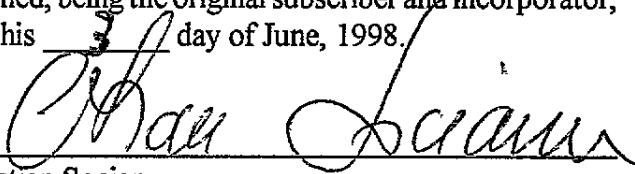
ARTICLE XI: CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XII: INDEMNIFICATION

This corporation shall indemnify and insure its officers and directors, and any former officers and directors, to the fullest extent permitted by law.

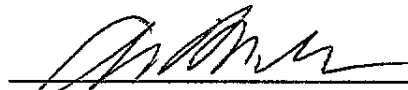
IN WITNESS WHEREOF, the undersigned, being the original subscriber and incorporator, has executed these Articles of Incorporation on this 3 day of June, 1998.


Cristian Socianu

STATE OF FLORIDA
COUNTY OF PINELLAS


Before me personally appeared on this 3 day of June, 1998, Cristian Socianu, who is personally known to me or ☐ has produced _____ as identification and who acknowledged to and before me that she executed the foregoing instrument.

FILED
98 JUN -5 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Notary Public
State of Florida (SEAL)
My Commission Expires:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Alan M. Gross, Registered Agent
Dated: June 3, 1998

