

Law Offices of
KIMBERLY FITZPATRICK PELL

514 Magnolia Avenue
Panama City, Florida 32401

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P980000054942

June 16, 1998
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: EuroConnection, Incorporated

700002564157--5
-06/18/98--01052--001
*****78.75 *****78.75


EXPIRATION DATE
10-16-98

Dear sir or madam:

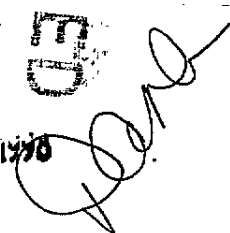
Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$78.75, representing the fees for filing and a certificate of status. Please take whatever actions are necessary to ensure the filing of these documents and the lawful creation of this corporation. I appreciate your assistance in this matter.

Please feel free to give me a call if you have any questions or need further information. I look forward to hearing from you.

Sincerely,


Kimberly F. Pell

FILED
98 JUN 18 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FILED
98 JUN 18 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
EUROCONNECTION, INCORPORATED.

EFFECTIVE DATE
6-16-98

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this corporation is EuroConnection, Incorporated.

ARTICLE II. EXISTENCE.

This corporation shall begin existence on June 16, 1998, and shall be of perpetual duration.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 514 Magnolia Avenue, Panama City, Florida 32401.

ARTICLE IV. PURPOSE.

This corporation is organized for any lawful purpose, including, but not limited to, the transaction of any or all lawful business endeavors.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. All or any part of each share may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI. PRE-EMPTIVE RIGHTS.

The Stockholders of the Corporation shall have the preemptive rights to subscribe for and purchase their proportionate share of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholder of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII. GENERAL POWERS.

Excepting only that the corporation is not empowered to take any action that may endanger its status or qualification as a "subchapter s" corporation within the meaning of the Internal Revenue Code for purposes of taxation, the corporation shall have any and all lawful powers, including, but not limited to, the power to:

- A. have a corporate seal, which may be altered at will, and to use it or a facsimile of it, or by impressing or affixing it or in any other manner reproducing it;
- B. purchase, receive, or lease, or otherwise acquire, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
- C. sell, convey, mortgage, pledge, create a security interest in, lease, exchange or otherwise dispose of all or any part of its property;

D. lend money to, and use its credit to, assist its officers and employees in accordance with Section 607.0833, Florida Statutes;

E. purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with shares or other interests in, or obligations of, any other entity;

F. make contracts, guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;

G. lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

H. conduct its business, locate offices, and exercise the powers granted by this act within or without the state;

I. elect directors and appoint officers, employees and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

J. make and amend bylaws consistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

K. make donations for the for charitable, scientific, or educational purposes;

L. transact any lawful business that will aid governmental policy;

M. make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

N. pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any

or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

O. provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

P. be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE.

The address of the corporation's initial registered office is 514 Magnolia Avenue, Panama City, Florida 32401. The name and address of the initial registered agent are Kimberly F. Pell, 514 Magnolia Avenue, Panama City, Florida 32401. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes, or its successor statutes.

ARTICLE IX. INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation are Kimberly F. Pell, 514 Magnolia Avenue, Panama City, Florida 32401.

ARTICLE X. INITIAL BOARD OF DIRECTORS.

The initial Board of Directors shall consist of two members. The names and addresses of the persons who shall serve on the Initial Board of Directors are Kimberly F. Pell, 514 Magnolia Avenue, Panama City, Florida 32401, and John S. Lee, 4771 Bayou Boulevard number 305, Pensacola, Florida 32503-2677.

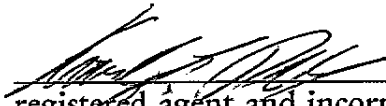
ARTICLE XI. INDEMNIFICATION.

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE XI. AMENDMENTS TO ARTICLES.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, Kimberly F. Pell, hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for EuroConnection, Incorporated., and that I have executed these Articles for the uses and purposes herein stated.



registered agent and incorporator

KIMBERLY F. PELL
514 Magnolia Avenue
Panama City, FL 32401

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared Kimberly F. Pell, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal this 16th day of June, 1998.



NOTARY PUBLIC

My Commission Expires:



Patricia L. Fletcher
MY COMMISSION # CC654034 EXPIRES
June 9, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is EuroConnection, Inc.
2. The name of the registered agent is Kimberly F. Pell.
3. The address of the registered agent/registered office is 514 Magnolia Avenue, Panama City, Florida 32401.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Registered Agent for
EuroConnection Corporation

Kimberly F. Pell
514 Magnolia Avenue
Panama City, Florida 32401
(850) 763-5090

FILED
98 JUN 18 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA