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THE UNITED STATES **CORPORATION** ACCOUNT NO. : 072100000032 REFERENCE: 050572 7126668 AUTHORIZATION : Turketo COST LIMIT : \$ 70.00 ORDER DATE: December 2, 1998 ORDER TIME: 10:13 AM ORDER NO. : 050572-005 200002716162 CUSTOMER NO: 7126668 CUSTOMER: Mr. James Amburn EURO-AMERICAN FINANCIAL EURO-AMERICAN FINANCIAL 5117 Castello Drive Naples, FL 34103 BINGENHEIMER, INC. EFFECTIVE DATE:

> XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

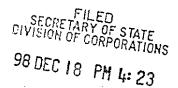
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED_COPY XX PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea '

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

BINGENHEIMER, INC.

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:

BINGENHEIMER, INC.

The address of the principal office of this corporation shall be 5117 Castello Drive, Suite 1, Naples, Florida 34103, 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 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 5117 Castello Drive, Suite 1, Naples, Florida 32301, and the name of the initial registered agent of the corporation at that address is James W. Amburn.

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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Erich Bingenheimer

5117 Castello Drive, Suite 1,

Naples, Florida 34103

Brigitte Bingenheimer

5117 Castello Drive, Suite 1, Naples, Florida 34103

ARTICLE VII. INCORPORATOR

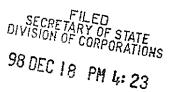
The name and street address of the incorporator to these Articles of Incorporation:

> The Company Corporation 1013 Centre Road Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on December 18, 1998.

It's Agent, Deborah D. Skipper Incorporator

DBC/SARA LEA



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

James W. Amburn, 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:

BINGENHEIMER, INC.

James W. Amburn is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Typed Name: James W. Amburn