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ALAN L. GABRIEL

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ALAN L. GABRIEL
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December 11, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: EUROPA ALF, INC.

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-02/09/99--01002--004
*****78.75 *****78.75

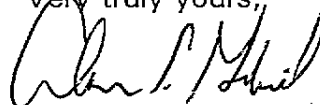
Dear Sir or Madam:

Enclosed please find for filing executed Articles of Incorporation of EUROPA ALF, INC., along with this firm's check in the amount of \$78.75, representing the filing fee and certified copy fee.

Please file the enclosed document and return a certified copy to the undersigned in the return envelope enclosed.

Thank you for your attention to this matter.

Very truly yours,



ALAN L. GABRIEL

Enclosures

ALG/kgc/europa alf art.fil

FILED
99 FEB -8 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 2/10/99

ARTICLES OF INCORPORATION
OF
EUROPA ALF, INC.

FILED
99 FEB -8 AM 10: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business corporation act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the corporation shall be EUROPA ALF, INC.

ARTICLE II.

PRINCIPAL OFFICE/MAILING ADDRESS

The mailing address of the corporation is 1600 Bayview Drive, Ft. Lauderdale, Florida 33304. The street address of the principal office of this corporation shall be 1600 Bayview Drive, Ft. Lauderdale, Florida 33304.

ARTICLE III.

CAPITAL STOCK

The aggregate number of shares that the Corporation has authority to issue is 22,000,000 of which 20,000,000 shares shall be common shares and 2,000,000

shares shall be preferred shares, all with a par value of \$1.00 per share.

ARTICLE IV.

REGISTERED AGENT

The corporation has designated as its Registered Agent, ALAN L. GABRIEL, ESQ. The street address of the initial registered office of the corporation shall be 2455 East Sunrise Boulevard, Penthouse East, Fort Lauderdale, Florida 33304.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-

emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII.

OFFICERS AND 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 (1) director, initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the corporation's articles of incorporation or the by-laws, but shall never be less than one. The name and street address of the initial member of the Board of Directors and officers of the corporation are:

DIRECTOR AND CHIEF EXECUTIVE OFFICER

RICHARD M. GONZALEZ
1600 Bayview Drive, Ft. Lauderdale, Florida 33304

PRESIDENT AND TREASURER:

ED S. TORGAS
1600 Bayview Drive, Ft. Lauderdale, Florida 33304

SENIOR EXECUTIVE VICE PRESIDENT, AND SECRETARY:

CHARLES KYRIACOS
1600 Bayview Drive, Ft. Lauderdale, Florida 33304

CHIEF FINANCIAL OFFICER - LEGAL

WILLIAM REILLY
1600 Bayview Drive, Ft. Lauderdale, Florida 33304

ARTICLE VIII.

INCORPORATORS

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

RICHARD M. GONZALEZ
1600 Bayview Drive, Ft. Lauderdale, Florida 33304

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of
January, 1999.

Witnesses:

Sign Kathleen G. Clark
Print KATHLEEN G. CLARK

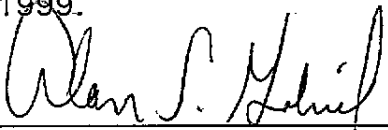
Sign Zefiryna Graneck
Print Zefiryna Graneck

Sign [Signature]
RICHARD M. GONZALEZ

ACCEPTANCE OF REGISTERED AGENT

I , Alan L. Gabriel, Esq., being a resident of the State of Florida and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

EXECUTED this 28th day of January, 1999.


ALAN L. GABRIEL

ARTICLES.INC
EUROPA ALF INC

FILED
99 FEB -8 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA