

P99000021288



ACCOUNT NO. : 072100000032

REFERENCE : 149959 84371A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : February 26, 1999

ORDER TIME : 11:30 AM

ORDER NO. : 149959-005

CUSTOMER NO: 84371A

CUSTOMER: George Schwind, Esq
ST. JOHN, DICKER, CAPLAN,
ST. JOHN, DICKER, CAPLAN,
Suite 600
500 Australian Avenue South
West Palm Beach, FL 33401

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 26 PM 1:32

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99 FEB 26 PM 12:53

SECRETARY OF STATE
DIVISION OF CORPORATIONS
WEST PALM BEACH, FL 33401

DOMESTIC FILING

NAME: EURO, 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

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CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

509

W99-4890

2544

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 5, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: RCI EURO, INC.
Ref. Number: W99000004890

We have received your document for RCI EURO, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 599A00010373

RESUBMIT
Please give original
submission date as file date.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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February 26, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: EURO, INC.
Ref. Number: W99000004890

We have received your document for EURO, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 999A00009076

RESUBMIT

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99 MAR -4 AM 9:49
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

RC1 EURO, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 FEB 26 PM 1:32

The undersigned, for the purpose of forming a corporation for profit under the Laws of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be RC1 EURO, Inc. The principal place of business and mailing address shall be: 7671 N. 15th Court, Pembroke Pines, Florida 33024.

ARTICLE II - DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

ARTICLE III - PURPOSE

The purpose of this Corporation is to purchase and manage real property of every nature and type and provide other services as permitted under the law and other related laws of the State of Florida or other states and do any other activities in the State of Florida, the United States and other parts of the world. The purpose of the corporation also includes, but is not limited to, any franchising, licensing, manufacturing, merchandising, ownership or operations necessary to lawfully conduct this business and any other lawful business in the State of Florida, the United States and other parts of the world.

ARTICLE IV - CAPITAL STOCK

Section 4.1: Authorized Capital

This Corporation is authorized to issue Five Hundred Thousand (500,000) shares of no par value common stock which shall be designated "Common Stock". This Corporation is not authorized to issue preferred shares.

Section 4.2: Restrictions on Transfer of Stock

The Shareholders may, by By-Law provision or by shareholder's agreement recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

Section 4.3: Approval of Shareholders Required for Merger

The approval of a majority of the shareholders of this Corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**ARTICLE V - PREFERENCES, LIMITATIONS,
AND RELATIVE RIGHTS OF SHARE OF COMMON STOCK**

Section 5.1: Dividends

The holders of record of the Common Stock of this Corporation shall be entitled to dividends at such time as the Corporation is authorized to pay dividends.

Section 5.2: Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the holders of record of the outstanding Common Stock shall be paid from the remaining assets of this Corporation ratably.

Section 5.3: Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock.

ARTICLE VI - DESIGNATION OF SERIES

There shall exist no series in the issuance of the Common Stock authorized herein.

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII- INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this corporation is 500 Australian Avenue South, Suite 600, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is George Schwind.

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time as provided by the By-Laws but shall never be less than one (1). The name and address of the initial director of the Corporation is:

Robert Cicero

7671 N. 15th Court
Pembroke Pines, Florida 33024

ARTICLE X - INCORPORATION

The name and address of the person signing these Articles is:

Robert Cicero

7671 N. 15th Court
Pembroke Pines, Florida 33024

ARTICLE XI - BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the Directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any By-Law adopted by the Shareholders if the Shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Shareholders of this Corporation or those designated by them.

ARTICLE XIII - COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIV - INDEMNIFICATION

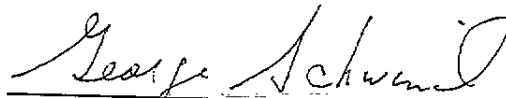
The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The Undersigned hereby accepts the appointment as Registered Agent for Euro, Inc. as set forth in the foregoing Articles of Incorporation. RCI


George Schwind

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation for Euro, Inc. this 22 day of February 1998.


Robert Cicero

euro.aoi

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