

99000036351

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Universal Housing N.V.
Inc

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RECEIVED

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APR 21 1999

Signature _____

Requested by: cy

Name

Date

Time

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File (Domestication)

____ LTD Partnership File

____ Foreign Corp. File

____ L.C. File

____ Fictitious Name File

____ Trade/Service Mark

____ Merger File

____ Art. of Amend. File

____ RA Resignation

____ Dissolution / Withdrawal

____ Annual Report / Reinstatement

☒ Cert. Copy

____ Photo Copy

____ Certificate of Good Standing

____ Certificate of Status

____ Certificate of Fictitious Name

____ Corp Record Search

____ Officer Search

____ Fictitious Search

____ Fictitious Owner Search

____ Vehicle Search

____ Driving Record

____ UCC 1 or 3 File

____ UCC 11 Search

____ UCC 11 Retrieval

____ Courier

98 APR 21 PM 2:09

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APR 21 1999

FILED
CLERK OF STATE
OFFICE OF CORPORATIONS

ARTICLES OF INCORPORATION - 99 APR 21 PM 2:09
OF
UNIVERSAL HOUSING N.V., INC.

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation, when incorporated in the Netherlands Antilles, was UNIVERSAL HOUSING N.V.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on January 26, 1982, the date of incorporation of the corporation under the laws of the Netherlands Antilles, and having elected to change its seat to the State of Florida, hereby files this Certificate of Incorporation pursuant to Section 607.1801 of the Florida Statutes, as amended, for its operation in this State as a Florida corporation.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue nominative 1000 shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares". The original 6000 nominative shares originally issued by the corporation are hereby canceled and declared null and void.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134. The initial resident agent of this corporation is: Frank R. S. Fabre, Esq., 717 Ponce de Leon Boulevard, Suite 234, Coral Gables, Florida 33134.

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Director and first officers who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified are as follows:

Hubert W. Braam
Commanchestraat #16
Curaçao, Netherlands Antilles

President/Director

Frank R. S. Fabre
717 Ponce de Leon Blvd.
Suite 234
Coral Gables, Florida 33134

Secretary

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, amended or replaced by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

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

ARTICLE X - INCORPORATION

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

Frank R. S. Fabre
717 Ponce de Leon Blvd.
Suite 234
Coral Gables, Florida 33134

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9 day of April, 1999.

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 9 DAY OF APRIL, 1999.


FRANK R. S. FABRE, Registered Agent

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing was acknowledged before me, this 13th day of April, 1999, by FRANK R. S. FABRE, to me known to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of UNIVERSAL HOUSING N.V., INC. He is personally known to me and did take an oath.



 Maria C. Cueto
Commission # CC 770627
Expires OCT. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

99 APR 21 PM 2:09

CERTIFICATE OF DOMESTICATION

The undersigned, Hubert W. Braam, Managing Director of PEARL TRUST AND MANAGEMENT CORPORATION (BONAIRE) N.V., a Netherlands Antilles corporation, Managing Director of UNIVERSAL HOUSING N.V., a Netherlands Antilles corporation (the "Corporation") and Frank R.S. Fabre, Esq., as authorized and empowered in the resolutions of a Special Meeting of Stockholders of the Corporation, held in Curacao, Netherlands Antilles, on January 29, 1999, attached hereto together with the Certificate of Corporate Resolutions, state:

1. That under the provisions of Florida Statute 607.1801, Universal Housing N.V., organized under the laws of the Netherlands Antilles on January 26, 1982, hereby elects to change its seat and place of incorporation to the State of Florida, United States of America.

2. That under the provisions of Article 3 of the Antillean Ordinance concerning change of corporate seat to third countries, corporations can change the seat of incorporation by resolution to the effect taken by its stockholder.

3. That Universal Housing N.V. was incorporated in the city of Bonaire, Netherlands Antilles, by Public Deed dated January 26, 1982, before Civil Notary of the city of Bonaire, Dr. Alfred Paul Knuf.

4. That the name of the Corporation prior to the filing of this Certificate was Universal Housing N.V.

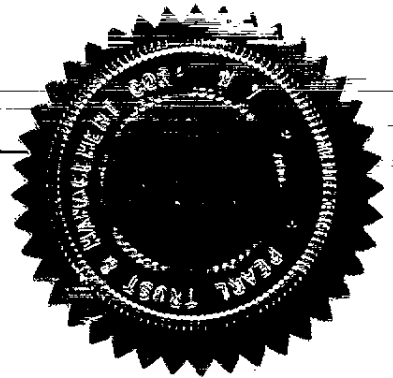
5. That the name set forth in the Articles of Incorporation in accordance with Florida Statute 607.0120, is Universal Housing Inc.

6. That the jurisdiction that constitute the seat, siege social, or principal place of business or central administration of the Corporation immediately prior to the filing of this Certificate is the Netherlands Antilles.

7. That the six thousand (6,000) shares issued by Universal Housing N.V. when first organized in the city of Bonaire, Netherlands Antilles on January 26, 1982, have been cancelled and exchanged for 6000 nominative shares issued by said Corporation as a domesticated Florida corporation to White Fish Corporation, a Panamanian corporation.

UNIVERSAL HOUSING N.V., by its Managing
Director PEARL TRUST AND MANAGEMENT COR-
PORATION (BONAIRE) N.V.

By :
Name : Hubert W. Braam
Title: Managing Director
Date : February 17, 1999



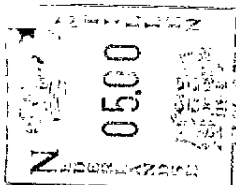
By :
Name : Frank R.S. Fabre
Title: Attorney-in-Fact & Agent

SWORN TO, SUBSCRIBED AND ACKNOWLEDGED
BEFORE ME BY FRANK R.S. FABRE
PERSONALLY KNOWN TO ME THIS 13TH
DAY OF APRIL, 1999

Maria C. Cueto



Maria C. Cueto
Commission # CC 770627
Expires OCT. 9, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.



The Undersigned:

Mrs. Alba Rosa Chatlein, LL.M., a deputy notary, residing in Curaçao, Netherlands Antilles, legally deputizing for Mr. Miguel Lionel Alexander, LL.M., a civil law notary, residing in Curaçao, Netherlands Antilles, herewith certifies:

that Mr. Hubert W. Braam, LL.M., jr., residing in Curaçao, Netherlands Antilles, is the managing director of the limited liability company PEARL TRUST & MANAGEMENT CORPORATION (BONAIRE) N.V., established in Bonaire, Netherlands Antilles, with a registered office in Curaçao, and as such can legally represent PEARL TRUST & MANAGEMENT CORPORATION (BONAIRE) N.V., which company in its turn is the sole managing director of:

UNIVERSAL HOUSING N.V.;
established in Bonaire;

that the signature, of Mr. H.W. Braam, jr., appearing on the preceding document, is his true signature.

In witness whereof the Undersigned has set her hand hereunto after having affixed the official seal of office on this 23rd day of February, 1999.



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Curaçao, Netherlands Antilles

This public document

2. has been signed by Alba R. Chatlein, LL.M.
3. acting in the capacity of acting civil-law notary
4. bears the seal/stamp of civil-law notary

Miguel L. Alexander, LL.M.

Certified

5. at Curaçao

6. the 25 FEB. 1999

7. For the Lieutenant Governor of the Island of Curaçao,

The head of the Dept. "Civil Registry & Elections".

8. No. 551

9. Seal/stamp:

10. Signature.

R.A. Richardson

