



THE UNITED STATES
CORPORATION
COMPANY

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99 OCT 14 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 412863 7195585

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : October 14, 1999

ORDER TIME : 1:27 PM

ORDER NO. : 412863-005

CUSTOMER NO: 7195585

800003015288-7

CUSTOMER: Mr. Victor Pedraz
VICTOR PEDRAZ
VICTOR PEDRAZ
1058 Adams Street

Hollywood, FL 33019

DOMESTIC FILING

NAME: EUROREPS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

PA 10/15/99

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99 OCT 14 PM 3:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EUROREPS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, 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:

EUROREPS, INC.

ARTICLE II.

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date of the filing of this Charter with the Secretary of State, State of Florida.

ARTICLE III.

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business as permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV.

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have preemptive rights to subscribe to the corporation's securities.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation in the State of Florida is 1058 Adams Street, Hollywood, FL 33019, and it may have such other places of business, both within and without the State of Florida, as may be necessary or convenient, and the name of the initial registered agent of this corporation situated at the above address is Victor M. Pedraz.

ARTICLE VI.

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1058 Adams Street, Hollywood, FL 33019.

ARTICLE VII.

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors, initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the by-laws of the corporation.

The names and street addresses of the directors are as follows:

Victor M. Pedraz
1058 Adams Street, Hollywood, FL 33019

William D. Bixby
1058 Adams Street, Hollywood, FL 33019

ARTICLE VIII.

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX.

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer,

director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE X.

SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE XI.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

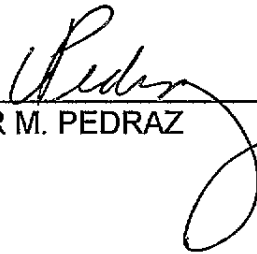
ARTICLE XII.

INCORPORATOR

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

Victor M. Pedraz
1058 Adams Street, Hollywood, FL 33019

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of October, 1999.



VICTOR M. PEDRAZ

CERTIFICATE OF REGISTERED AGENT
OF
EUROREPS, INC.

FILED

99 OCT 14 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance therewith:

That EUROREPS, INC., desiring to organize under the laws of the State of Florida with its principal office in Hollywood, Florida, has named Victor M. Pedraz, 1058 Adams Street, Hollywood, FL 33019, County of Broward, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, I am familiar with and accept the obligations provided in Section 607.0505, Florida Statutes and I agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 13 day of October, 1999.


VICTOR PEDRAZ