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ACCOUNT NO. : 072100000032

REFERENCE : 548920 7111508
Patricia Pizzit

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : September 30, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 548920-010

CUSTOMER NO: 7111508

CUSTOMER: Donna Sanders, Legal Asst
FRIEDMAN ROSENWASSER &
GOLDBAUM
Suite 801
5355 Town Center Road
Boca Raton, FL 33431

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DOMESTIC FILING

NAME: AMS GROUP INTERNATIONAL
DISTRIBUTORS, 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: Jeanine Glisar

EXAMINER'S INITIALS:

FILED
97 OCT - 1 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN OCT - 2 1997

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97 OCT -1 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMS GROUP INTERNATIONAL DISTRIBUTORS, 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:

AMS GROUP INTERNATIONAL DISTRIBUTORS, INC.

The address of the principal office of this corporation shall be c/o Friedman Rosenwasser & Goldbaum, 5355 Town Center Road, Suite 801 Boca Raton, Florida 33431, 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 100,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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

Susan Bristol Dir.	2511 West Margarett Court Milwaukee, Wisconsin 53209
Benjamin Crisses Dir.	100 Cutter Mill Road, Apartment 4H Great Neck, New York
Shlomit Kazinets Dir.	42 Glendale Avenue Livingston, New Jersey

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Susan Briston Pres.	2511 West Margarett Court Milwaukee, Wisconsin 53209
Benjamin Crisses Sec./Treas.	100 Cutter Mill Road, Apartment 4H Great Neck, New York
Shlomit Kazinets V.Pres.	42 Glendale Avenue Livingston, New Jersey

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on October 1, 1997.

CORPORATION SERVICE COMPANY

By Karen B. Rozar
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar
Its Agent, Karen B. Rozar

ACG/jkg

FILED
97 OCT - 1 AM 8:37
STATE
TALLAHASSEE, FLORIDA