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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: AMISK USA, INC.
AUDIT NUMBER.....H98000020346
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
AMISK USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

NAME: The name of the corporation shall be:

AMISK USA, INC.

ARTICLE II

PRINCIPAL OFFICE: The address of the principal office and the mailing address of the corporation is: 1500 San Remo Avenue, Suite 220, Coral Gables, Florida 33146.

ARTICLE III

DURATION: The existence of the corporation shall be perpetual, and shall commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV

PURPOSE: The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida, as these laws now exist and as they may exist in the future.

ARTICLE V

CAPITAL STRUCTURE: This corporation is authorized to issue 10,000 (ten thousand) shares of One Dollar (\$1.00) per value common stock.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation shall be:

1500 San Remo Avenue
Suite 220
Coral Gables, FL 33146

and the initial registered agent of this corporation at that address shall be:

Alan H. Lubitz, Esquire

Alan H. Lubitz, Esq.
1500 San Remo Av. Ste. 220
Coral Gables, FL 33146
(305) 665-6550 Florida Bar No. 174665

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ARTICLE VII

INITIAL BOARD OF DIRECTORS: This corporation shall initially have three Directors. The number of Directors may be increased or decreased from time to time in the manner provided for in the By-Laws; but at no time shall there be any less than one Director of this corporation. The names and addresses of the initial members of the Board of Directors are:

Eric D. Isenbergh
1500 San Remo Avenue, Suite 220
Coral Gables, Florida 33146

Don Brookes
60 McGriskin Road
Toronto, Ontario
Canada, M1S5C5

Paul Chan
60 McGriskin Road
Toronto, Ontario
Canada, M1S5C5

ARTICLE VIII

OFFICERS: The initial officers of this corporation are:

Eric D. Isenbergh - President
Paul Chan - Treasurer
Don Brookes - Secretary

ARTICLE IX

INCORPORATOR: The name and address of the person executing these Articles of Incorporation is:

Paul Chan
60 McGriskin Road
Toronto, Ontario
Canada, M1S5C5

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, in Toronto, Ontario, Canada, this 30th day of October, 1998.



PAUL CHAN

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provision of F. S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

- 1. The name of the corporation in: **AMISK USA, INC.**
- 2. The name of the registered agent is: **ALAN H. LUBITZ, ESQUIRE.**
- 3. The address of the registered agent/registered office is:
1500 San Remo Avenue, Suite No. 220, Coral Gables, Florida 33146.

ACCEPTANCE

Having being named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Signature: *Alan H. Lubitz*
Alan H. Lubitz

Date: October 30, 1998.

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TALLAHASSEE, FLORIDA

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