



LAW OFFICES

**STEINBERG, SLEWETT
& YAFFE, P.A.**

767 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140-8008
DADE (305) 538-2344
BROWARD (305) 462-2344
FAX (305) 538-0419

PAUL B. STEINBERG (FLA. & D.C.)
ROBERT D. SLEWETT (FLA.)
ROBERT H. YAFFE (FLA.)
MORRIS L. STEINBERG (N.Y.)

* PLEASE REPLY TO OUR
MIAMI BEACH OFFICE

December 21, 1994

95 JAN -3 AM 9:47
DIVISION OF STATE
CORPORATIONS

Department of State
Division of Corporations
George Firestone Building
Tallahassee, Florida 32399

4100111 36-8774
01/04/95 10:00 AM

Re: **A.M. INTERNATIONAL SALES, CORP.**

Dear Sirs:

Enclosed please find two original copies of the Articles of Incorporation of A.M. International Sales, Corp., duly executed by the Incorporator and registered agent thereof. Also enclosed herewith is a check in the amount of \$70.00 representing the fee for filing of these Articles of Incorporation.

Should you have any questions, please contact the undersigned.

Very truly yours,

PAUL B. STEINBERG

PBS/bs
Encl.

Bellet
GAVE
AUTHORIZATION BY PHONE TO
CORRECT *DA name*
DATE *1-3-95*
LOC. EXAM *State*

NEW YORK OFFICE
674 FIFTH AVENUE
2ND FLOOR
NEW YORK, N.Y. 10036
(212) 391-2060

W95-76

KAN 1-5

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 JAN -3 AM 9:47

**ARTICLES OF INCORPORATION
OF
A.M. INTERNATIONAL SALES, CORP.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
Name**

The name of the Corporation shall be A.M. INTERNATIONAL SALES, CORP.

**ARTICLE II
Nature of Business**

This Corporation may engage or transact in any or all lawful activities or businesses 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 shares of common stock having \$5.00 par value. The Corporation will begin business with Five Hundred Dollars (\$500.00) in capital. The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE IV
Principal Place of Business

The street address of the initial principal place of business of the Corporation shall be 900 Bay Drive, Unit 804, Miami Beach, Florida 33141.

ARTICLE V
Term of Existence

This Corporation shall exist perpetually.

ARTICLE VI
Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name and address of the sole director of this Corporation is ANITA MASKIN of 900 Bay Drive, Unit 804, Miami Beach, Florida 33141.

ARTICLE VII
Subscriber

The name and street address of the subscriber of this Corporation is ANITA MASKIN of 900 Bay Drive, Unit 804, Miami Beach, Florida 33141.

ARTICLE VIII
Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is Paul L. STEINBERG

, 767 Arthur Godfrey Road, Miami Beach, Florida 33140 and the

name of the initial registered agent of this Corporation at that address is Paul B. Steinberg.

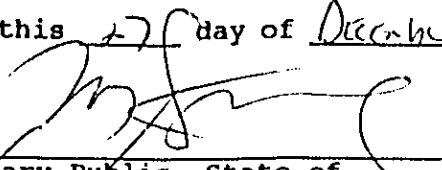

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Miami Beach, Dade County, Florida, for the uses and purposes aforesaid, this 27 day of DECEMBER, 1994.


ANITA MASKIN

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ANITA MASKIN, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed said instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid this 27 day of December 1994.


Notary Public, State of
Florida
 PAUL B. STEINBERG
My Commission CC327487
Expires Nov. 21, 1997
Bonded by HAI
800-422-1555

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the foregoing appointment as registered agent for A.M. INTERNATIONAL SALES, CORP. and agrees to comply with the provisions of these Articles and the applicable Florida Statutes.


PAUL B. STEINBERG