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DM: X COMP. RESEARCH

212-431-1441

FLA FAX

AGENT

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.  
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212)431-5000

(212)431-1441

FAX #:

NAME: THE AMITY INTERNATIONAL GROUP INC.

AUDIT NUMBER.....H96000014945

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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SECRETARY OF  
TALLAHASSEE, FLORIDA

*5764 - 49107*

**ARTICLES OF INCORPORATION  
OF  
THE AMITY INTERNATIONAL GROUP INC.**

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OCT 23 11 17 96  
SECRETARY OF STATE

**THE UNDERSIGNED** sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **THE AMITY INTERNATIONAL GROUP INC.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is **200** shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be **ONE SE THIRD AVENUE-SUITE 1940, MIAMI, FL 33131** and the name of its initial registered agent at such address is **ART GIACOSA**.
6. The number of directors constituting the initial board of directors is **ONE** and the name and address of each person who is to serve as a member thereof is as follows:  
  
**LEO LEVI, 433 EAST 85TH ST., NEW YORK, NY 10028**
7. The name and address of the sole incorporator is: **ROBERT ARATINGI, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.**

**IN WITNESS WHEREOF**, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 10/11/96

BlumbergExcelsior  
62 White St.  
New York, NY 10013  
212-431-5000

  
**ROBERT ARATINGI**  
Sole Incorporator

H96000014945

OCT-23 96 13:40 FROM: XL CORP & RESEARCH 212-431-1441

TO: FLAFAX INC

PAGE: 03

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ACCEPTANCE OF APPOINTMENT

AS

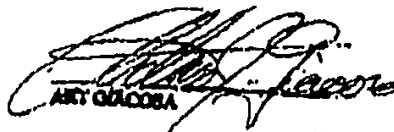
REGISTERED AGENT

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96 OCT 23 AM 7:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment as Registered Agent of THE AMITY  
INTERNATIONAL GROUP INC., the within named corporation.

Dated:

10/22/96

  
ART GIACOSA

BlumbergExcelsior  
52 White St.  
New York, NY 10013  
212-431-5000

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