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JOHN O. SCHNERING

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October 24, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301900002014859--0
-11/26/96-01137--020
****122.50 ****122.50

Gentlemen:

Enclosed you will find Articles of Incorporation for American Merchandise Group, Inc. Please file these articles, note the designation of resident agent, and return a copy to me at my letterhead address. The following fees have been enclosed:

Filing Articles of Incorporation	\$ 35.00
Designation of Resident Agent	\$ 35.00
Certified copy	<u>\$ 52.50</u>
	\$122.50

No reservation has been made of a corporate name. Should, however, the name of American Merchandise Group, Inc, not be available, please contact this office as soon as possible.

Very truly yours,

John Schnering
JOS/lr

enclosures

Dmc
12/3/96SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 25 AM 10:24

FILED

ARTICLES OF INCORPORATION

OF

AMERICAN MERCHANDISE GROUP, INC.

FILED

96 NOV 25 AM 10:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is American Merchandise Group, Inc..

ARTICLE II

The purpose of the corporation shall be any acts allowed by law.

ARTICLE III

The street address of the principal office of the Corporation is 1279 Starboard Lane, Sarasota, Florida 34242.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 2,000 Shares of \$1.00 par value each, Common Stock. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1279 Starboard Lane, Sarasota, Florida 34242. The initial registered agent for the Corporation at that address is IRV TOBOCMAN.

ARTICLE VI

The initial board of directors shall consist of two members. The names and address of the persons who will serve on the initial board of directors are:

IRV TOBOCMAN
1279 Starboard Lane
Sarasota, FL 34242

JOEL HOFFMAN
209 Albert Drive
Vernon Hills, IL 60061

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

IRV TOBOCMAN
1279 Starboard Lane
Sarasota, FL 34242

ARTICLE VIII


The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of October, 1996.

IRV TOBOCMAN

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for American Merchandise Group, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


IRV TOBOCMAN and Incorporator.

Date: _____

**STATE OF FLORIDA
COUNTY OF MANATEE**

BEFORE ME, the undersigned authority, personall appeared IRV TOBOCMAN, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Bradenton in said County and State this 25 day of October, 1996.


Notary Public
My Commission Expires:

