

JON M. KARAS, ESQ.
1980 South Ocean Drive, Suite 22P
Hallandale, Florida 33009

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November 26, 1996

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-12/06/96--01082--008
****122.50 ****122.50

Dear Sirs,

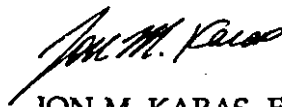
Enclosed please find a certificate of incorporation for INFINITY
MANAGEMENT INTERNATIONAL, INC. along with a check for \$122.50 to
cover the filing fees therefor. Please send the certified copy of the enclosed
Certificate of Incorporation to:

Jon M. Karas, Esq.
215 East 68th Street, Suite 6V
New York, N.Y. 10021

once the certificate has been filed. The proposed name for the corporation is
currently available according to your records.

Thank You for your cooperation in processing the enclosed.

Sincerely,



JON M. KARAS, ESQ.

DEC 9 1996

BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC -6 PM 6:20

FILED

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ARTICLES OF INCORPORATION

96 DEC -6 PM 6:20

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INFINITY MANAGEMENT INTERNATIONAL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: INFINITY MANAGEMENT INTERNATIONAL, INC.

ARTICLE II: PRINCIPAL OFFICE

The principle place of business and mailing address of this corporation shall be:

1980 South Ocean Drive,
Suite 22P,
Hallandale, Florida 33009

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) Shares of Common Stock

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jon M. Karas, Esq.
1980 South Ocean Drive, Suite 22P
Hallandale, Florida 33009

ARTICLE V: INCORPORATOR(S)

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

Jon M. Karas, Esq.
1980 South Ocean Drive, Suite 22P
Hallandale, Florida 33009

The undersigned has executed these Articles of Incorporation this 23rd day of November, 1996.

Jon M. Karas, Esq.
Signature/Title

ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Jon M. Karas
Jon M. Karas, Esq.
Registered Agent