



THE UNITED STATES
CORPORATION
COMPANY

P97000010625

ACCOUNT NO. : 072100000032

REFERENCE : 246111 146487A

AUTHORIZATION : *Patricia Pujot*

COST LIMIT : \$ 70.00

ORDER DATE : February 3, 1997

ORDER TIME : 11:36 AM

ORDER NO. : 246111-005

CUSTOMER NO: 146487A

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CUSTOMER: Bennett David Krasner, Esq
BENNETT DAVID KRASNER, ESQ

1233 Beech Street, No. 49

Atlantic Beach, NY 11509

DOMESTIC FILING

NAME: AMAL TRADING INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

LR
2-3-97

FILED
97 FEB -3 PM 3:28
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 13 PM 1:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMAL TRADING INC.

FILED
97 FEB -3 PM 3:28
SEC
TALLAHASSEE, FLORIDA

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: AMAL TRADING INC.

ARTICLE II NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the Laws of the State of Florida.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock of One (\$1.00) Dollar par value.

ARTICLE IV CAPITALIZATION

The minimum amount of capital with which the corporation will commence is five-hundred and 00/100 (\$500.00) Dollars.

ARTICLE V VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI DURATION

This corporation is to have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE VII OFFICERS AND DIRECTORS

The numbers of directors of the corporation shall be not less than one nor more than five, as voted upon by the shareholders of the corporation. The initial officers and directors shall be as follows:

Michael Cohen President/Director

ARTICLE VIII PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his or her interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusal as to the shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE X PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be: 21214 Lago Circle, Boca Raton, Florida 33433.

ARTICLE XI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is Michael Cohen, 21214 Lago Circle, Boca Raton, Florida 33433.

ARTICLE XII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is: Michael Cohen, 21214 Lago Circle, Boca Raton, Florida 33433.

ARTICLE XIII INDEMNIFICATION

The Incorporator, along with the officers and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty. Expenses (including attorneys' fees) incurred in defending any claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such a proceeding.

Dated this 23rd day of January, 1997.

Michael Cohen
MICHAEL COHEN

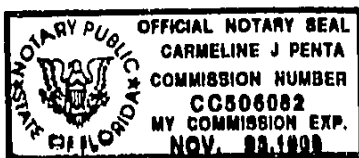
STATE OF FLORIDA
COUNTY OF Dade ss:

BEFORE ME, the undersigned, personally appeared Michael Cohen, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Aventura, Dade County, Florida, this 23rd day of January, 1997.

Carmeline J. Penta
NOTARY PUBLIC
STATE OF FLORIDA CARMELINE J. PENTA

My commission expires on:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, 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 is AMAL TRADING INC.
2. The name and address of the registered agent and office is: Michael Cohen, 21214 Lago Circle, Boca Raton, Florida 33433.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 position as registered agent.


MICHAEL COHEN

Date: 1-23-97

FILED
97 FEB -3 PM 3:28
TALLAHASSEE, FLORIDA