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FLORIDA DIVISION OF CORPORATIONS

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105322001737

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NAME: AMS GROUP INTERNATIONAL CORP.

AUDIT NUMBER.....H97000006349

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

AMS GROUP INTERNATIONAL 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 AMS Group International Corp. The principal place of business shall be 9900 W. Sample Rd. #337, Coral Springs, FL 33065.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in or transact 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 total number of shares of capital stock of all classes which the Corporation shall have authority to issue is ten million (10,000,000) shares of common stock, \$0.01 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be c/o Mirkin & Wolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually.

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Wolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460
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ARTICLE VI. DIRECTORS

The Corporation shall have three (3) directors initially. The names and addresses of the initial members of the Board of Directors are Glenn M. Cummins, 7040 N. Green Bay Ave., Milwaukee, WI 53209, Dror Frommer, 42 Glendale Ave., Livingston, NJ 07039 and Jane M. Reiner, 9900 W. Sample Rd. #337, Coral Springs, FL 33065.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18th day of April, 1997.



Mark H. Mirkin, Esq.

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
(561) 687-4460 -2-

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

AMS GROUP INTERNATIONAL CORP., desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401, has named MARK H. MIRKIN, ESQ. as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.


Mark H. Mirkin, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Mark H. Mirkin, Esq.
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