

P98000083785

the TURBARY Group

7280 W. Palmetto Park Road
Suite 205-N
Boca Raton, Florida 33433

Telephone: 561 367-9222
Facsimile: 561 367-8778
Email: group@turbary.com

Terri L. Johns
Vice President

email: tjohns@turbary.com

September 24, 1998

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****122.50 ****122.50

Department of State
409 East Gains Street
Tallahassee, Florida 32399

Re: New Corporation

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for International Licensing Corporation. Also enclosed is payment in the amount of \$122.50, which includes a \$70.00 filing fee, and \$52.50 for a certified copy of the registration with the State.

Please register the Company and return the State certified copy in the enclosed Federal Express envelope as soon as possible.

Thank you in advance for your assistance and timely response. If you have any questions, I may be reached at (561) 367-9222.

Sincerely,

Terri L. Johns
Terri L. Johns

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 28 AM 10:14

R. Purinton SEP 29 1998

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

of

98 SEP 28 AM 10:14

INTERNATIONAL LICENSING CORPORATION

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is International Licensing Corporation, at 7280 W. Palmetto Park Road, Suite. 205N, Boca Raton, FL 33433.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purpose for which the Corporation is initially organized shall be to transact any lawful business for which corporations may be incorporated under Florida law.

FOURTH: The aggregate number of share which the Corporation shall have authority to issue is Ten Thousand (10,000), par value \$0.01 per share, Five Thousand (5,000) shares shall constitute non-voting common shares and Five Thousand (5,000) shares shall constitute voting common shares.

FIFTH: The address of the initial Registered office of the Corporation in the State of Florida is 7280 W. Palmetto Park Road, Suite. 205N, Boca Raton, FL 33433 and the name of the initial registered agent of the Corporation at such address is The TURBARY Group.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is two.

The name and address of each person who is to serve as a member of the initial Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles Finkelstein	4480, Cote de Liesse bureau 306 Montreal, Quebec H4N 2R1 Canada
Terry Corcoran	4480, Cote de Liesse bureau 306 Montreal, Quebec H4N 2R1 Canada

SEVENTH: The name and address of the incorporator is as follows:

NAME

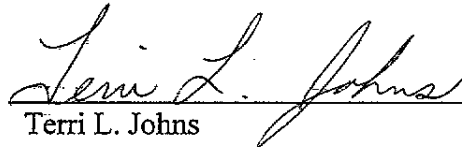
Terri L. Johns

ADDRESS

the Turbary Group
7280 W. Palmetto Park Road
Suite 205N
Boca Raton, FL 33433

EIGHTH: The Corporation shall, to the fullest extent permitted by Florida law, indemnify all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provision, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Executed on September 24, 1998


Terri L. Johns

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

On this 24th day of September, 1998, before me, a Notary Public in and for the State aforesaid, personally appeared Terri L. Johns, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of International Licensing Corporation, and who duly acknowledged to me that she signed said Articles of Incorporation as the incorporator of said corporation.

WITNESS my hand and official seal.

Kim M. Rudolph
NOTARY PUBLIC

9-24-98
DATE



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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent upon whom process may be served within the State of Florida for the proposed domestic corporation in the foregoing Articles of Incorporation.

9/24/98
DATE

By: Terri L. Johns
Name: Terri L. Johns
The TURBARY Group