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ACCOUNT NO. : 072100000032

REFERENCE : 064056 80818A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 14, 1998

ORDER TIME : 1:58 PM

ORDER NO. : 064056-005

CUSTOMER NO: 80818A

CUSTOMER: Cara Ebert Cameron, Esq
CARA EBERT CAMERON, PA
CARA EBERT CAMERON, PA
Suite 410
2929 East Commercial Boulevard
Fort Lauderdale, FL 33308

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*****70.00 *****70.00

DOMESTIC FILING

NAME: TMG USA, 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: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 AM 9:21

RECEIVED
98 DEC 14 PM 2:42
JANET G. CORPORATION

Certificate of Articles of Incorporation

of

TMG USA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 AM 9:21

I, the undersigned, hereby enter into this Certificate of Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida, and by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be TMG USA, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is as follows:

- a. To establish, maintain and operate a business engaged in marketing consultancy and merchandise supply and any and all business incidental and pertinent thereto.
- b. To manufacture, sell, make, distribute and handle in any way that may be deemed to be in the best interest of the Corporation, any merchandise or by-product that may be used in the making or may be the result of the making or manufacturing of the products in connection with the business operated by this Corporation, or as a result of exploitation or any patent rights of whatever nature that may be acquired by this Corporation.
- c. To acquire by purchase, subscription or otherwise and to hold for the purpose of investment or otherwise, and to

own, sell or otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, commercial papers or otherwise deal with other evidence of debt, issued by any government, state, county or other public authority or by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, and to execute all of the rights, powers and principles of ownership; to guarantee or become surety with respect to any obligations of any said persons, firms, corporations or associations contained in any of said securities.

- d. To purchase real estate and to build upon in any manner or to improve any real estate owned by it.
- e. To purchase, acquire, hold, sell, convey, mortgage, lease, exchange and otherwise deal in real estate and personal property of every kind, nature and description whatsoever.
- f. To buy, sell, trade or deal in any kind of goods, services, wares and merchandise.
- g. To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a corporation for the purpose of accomplishing any or all of the objects for which this corporation is organized and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation or to cause the same to be dissolved,

wound up, liquidated, merged or consolidated.

- h. To purchase, hold, sell, exchange or transfer or otherwise deal in shares of its own capital stock, bonds or other obligations, from time to time, as to such an extent and in such a manner, and upon such terms as its Board of Directors shall determine, provided that this Corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of this corporation, and provided further that shares of its own capital stock belonging to this Corporation shall not be voted directly or indirectly.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of the Corporation and it is the intention that the purposes, objects and powers specified in each of the paragraphs of Article II of this Certificate of Articles of Incorporation shall, except as otherwise specifically provided, in no way be limited under the terms of any other clauses or paragraphs of this Article or any other Articles or paragraphs of this Article and shall be regarded as independent purposes, objects and powers.

ARTICLE III

The amount of authorized capital stock of this Corporation shall be 100 shares of common One Dollar (\$1.00) par value voting stock being all that are issued, to be fully paid and exempt from

assessment.

ARTICLE IV

The term for which this Corporation shall exist is perpetual.

ARTICLE V

The place of business of said Corporation shall be, as well as the principal office of this Corporation, 22 East Dundee road, Suite #2, Barrington, Illinois 60010.

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) nor more than five (5) members, as the same may be provided by the By-laws of the Corporation, and the following officers, to wit: President, Vice President, Secretary and Treasurer. The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said Corporation, and the same officers shall be elected at the annual meeting of stockholders of said Corporation immediately after adjournment of the meeting of the Board of Directors.

ARTICLE VII

The name and post office address of the first Board of Directors who, subject to the provisions of these Articles, for the first year of the Corporation's existence or until a successor is duly elected and qualified, is:

Scott Frazer Poulter
16, Boulevard Albert The First
Monaco
9800

Peter Michael McMaster
Riverside House
45 Swan Walk
Shepperton
Middlesex
TW17 8LY
England

The annual meeting of the stockholders of this Corporation shall be fixed by the By-laws.

ARTICLE VIII

The name and place of residence of the incorporator of this Corporation is as follows:

Cara Ebert Cameron
2929 East Commercial Boulevard
Suite 410
Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, I have hereunto subscribed my name this
11th day of December, 1998.



CARA EBERT CAMERON

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, CARA EBERT CAMERON, who produced a driver's license as identification, and who executed the foregoing proposed charter, and she acknowledged before me that she executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunder set my hand and official
seal this 11th day of December, 1998.



NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL GINNY GIANNETTI NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC507479 MY COMMISSION EXP. NOV. 9, 1999

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
98 DEC 14 AM 9:21

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that TMG USA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Barrington, State of Illinois, has named Cara Ebert Cameron, 2929 East Commercial Boulevard, Suite 410, Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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



CARA EBERT CAMERON