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LAW OFFICES

JOHN A. DARLSON, P. A.

1900 S.W. WINNERS DR.  
PALM CITY, FL 34990

JOHN A. DARLSON

MAILING ADDRESS:  
P. O. DRAWER 2315  
STUART, FLORIDA 34995  
TELEPHONE (407) 287-6090  
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December 28, 1998

Division of Corporations  
Florida Secretary of State  
409 E. Gaines St.  
Tallahassee, FL 32399

000002726430--8  
-12/30/98--01059--020  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: American Merchandise International  
of Palm Beach, Florida Inc.

Dear Sir/Madam:

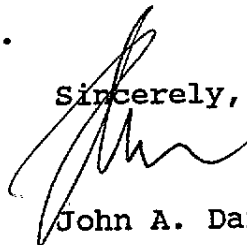
Please find enclosed an original and one copy of the  
Articles of Incorporation for the above new Florida  
corporation.

Also enclosed is my check in the sum of \$122.50 for  
the filing fee and certified copy of the Articles of  
Incorporation.

Please return the certified copy of the Articles and  
the certificate to me a P.O. Drawer 2315, Stuart, FL 34995.

Kind regards and good wishes.

Sincerely,



John A. Darlson

JAD/dm  
w/encl.

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
AMERICAN MERCHANDISE INTERNATIONAL  
OF PALM BEACH, FLORIDA INC.**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**Name of Corporation**

The name of the corporation shall be: **AMERICAN MERCHANDISE INTERNATIONAL OF PALM BEACH, FLORIDA INC.**

**ARTICLE II**

**Nature of Business**

The corporation may engage in any activity permitted under the laws of the United States or of the State of Florida.

**ARTICLE III**

**Capital Stock**

The capital stock of this corporation shall consist of one thousand (1,000) shares of common stock of \$1.00 par value, fully paid and non-assessable. The whole or part of the capital stock of the corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

#### ARTICLE IV

##### Number of Directors

The corporation shall have not less than one (1) nor more than five (5) Directors.

#### ARTICLE V

##### Name and Address of Directors

The names and addresses of the first Directors who, subject to the provisions of this Charter, the By-laws and the laws of the State of Nevada, shall hold office for the first year of the corporation existence, or until their successor are elected and have qualified, are:

<u>Name</u>	<u>Address</u>
Ami Shabtai	95 N. County Road #335 Palm Beach, FL 33480
Mario Scuderi	1845 N.W. 13th St. #202 CB106 Delray Beach, FL 33445

#### ARTICLE VI

##### Powers of the Board of Directors

To make, adopt, alter, amend and repeal the By-laws; to set apart out of any funds of the corporation available for dividends a reserve or reserves for any proper purpose and to alter or abolish any such reserves; to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

To designate, by resolution passed by a majority of the whole Board, one or more committees, each to consist of two or more

Directors, which committees, to the extent provided in such resolution or in the By-laws of the corporation, shall have and may exercise any or all of the powers of the Board of Directors, in the mangement of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

From time to time to determine whether and to what extent, and at what times, places and under what conditions and regulations the books and accounts of this corporation, or any of them, other than the stock ledger, shall be open to the inspection of the stockholders; and no stockholder shall have the right to inspect any account or book or documents of the corporation, except as conferred by the law or authorized by resolution of the Directors or of the stockholders.

To sell, lease or exchange all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions and for such consideration which may be in whole or in part shares of stock in, and/or securities of, any other corporation or corporations, when and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding.

This corporation may, in its By-laws, convey powers additional to the foregoing upon the Directors in addition to the powers and authorities expressly conferred upon them by law.

If the By-laws so provide, the stockholders and Directors shall have the power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the Florida Statutes) outside of the State of Florida at such places as may from time to time be designated by the By-laws or by resolution of the Directors.

#### ARTICLE VII

##### Special Provisions

The following provisions shall govern this corporation:

(a) The time and place of the annual stockholders' meeting shall be fixed and provided for in the By-laws, and notices of the same shall be given in one of the methods provided by law. Any stockholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

(b) There shall be a President of this corporation, who shall also be a Director; a Secretary and Treasurer, who may be the same person; and such assistants as the Board of Directors may by resolution determine to be necessary. They shall be chosen by the Board of Directors and shall hold office, subject to the laws of the State of Florida, until their successors are elected and shall qualify. The number of Vice-Presidents shall be fixed from time to time by the Board of Directors, which, subject to the By-laws, shall prescribe the duties of each such Vice President. This company may also have such other officers agents and factors as may be deemed necessary and provided for by resolution of the Board of Directors. Any person may hold two or more offices, except that the President may not also be an Assistant Secretary

or a Vice-President of the corporation. None of the officers of the corporation, except the President, need also be a member of the Board of Directors. The Board of Directors may at any time declare any office vacant or remove any officer and elect a successor thereto, and the stockholders may at any special meeting of the stockholders called for that purpose remove any Director with or without cause.

(c) The Directors may describe a method for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates therefor.

(d) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or being a Director of this corporation.

(e) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation has an interest in, or is a director or officer or are directors or officers of, such other corporation(s), and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in such contract, act or transaction of the corporation with any person or persons, firm or corporation and no such contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or parties to or interested in such contract, act or transaction or is in any way connected with such person or persons, firm or corporation, and each and every person

who may become a Director of the corporation is hereby relieved from liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

(g) The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until successors are elected and qualified shall be:

President	Ami Shabtai
Vice-President	Mario Scuderi
Secretary/Treasurer	Ami Shabtai

#### ARTICLE VIII

##### Perpetual Existence

This corporation shall have perpetual existence.

#### ARTICLE IX

##### Right to Amend

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

#### ARTICLE X

##### Registered Agent and Principal Office

Ami Shabtai, 95 N. County Road, #335, Palm Beach, Florida 33480 shall be the initial Registered Agent for the corporation and

the principal office of the corporation shall be located at 802 S. Dixie Highway, Lake Worth, FL 33460. The Registered Agent gives his consent to being so designated by signing these Articles of Incorporation below.

ARTICLE XI

Commencement of Existence

This corporation shall commence its corporate existence on the 30th day of December, 1998.

ARTICLE XII

Incorporator


The name and street address of the person signing the Articles of Incorporation as Incorporator and Registered Agent is:

Ami Shabtai

95 N. County Road, #335  
Palm Beach, FL 33480

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 31<sup>st</sup> day of December, 1998.

Witnesses:

  
\_\_\_\_\_

  
\_\_\_\_\_

Ami Shabtai

STATE OF FLORIDA  
COUNTY OF PALM BEACH

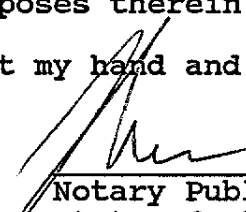
BEFORE ME the undersigned authority personally appeared Ami Shabtai, a person known to me or who produced sufficient proof of his identity by way of N/A and did in my presence execute the above instrument and acknowledged to me that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal this 21<sup>st</sup> day of December, 1998.

(Seal)



JOHN A. DARLSON  
My Commission CC484298  
Expires May. 17, 1999 7 -  
Bonded by HAI  
800-422-1555

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Comm. Exp.:

DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FILED