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ORGANIZATIONAL RECORDS
OF
OASIS INTERNATIONAL GROUP LTD.

For the files of:

Randolph R. Pearsall
Newsweek
444 Madison Avenue
New York, New York 10022

United Corporate Services, Inc.
10 Bank Street
White Plains, New York 10606
(914) 949-9188

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CRM/ISS/REGISTRATION UNIT

Exhibit C - Oasis
#5116 Int'l

CERTIFICATE OF INCORPORATION

OF

OASIS INTERNATIONAL GROUP LTD.

Under Section 402 of the Business Corporation
Law of the State of New York

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of New York, do hereby set forth as follows:

FIRST: The name of the corporation is

OASIS INTERNATIONAL GROUP LTD.

SECOND: This corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York, provided that it is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body, without such approval or consent first being obtained.

THIRD: The office of the corporation in the State of New York shall be located in the County of New York.

FOURTH: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	200	NO PAR VALUE

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is c/o Paul Bernasconi, 6 Varick Street, New York, New York 10013.

SIXTH: The shareholders or the Board of Directors of the corporation shall have the power to adopt, alter, amend or repeal the By-Laws of the corporation.

SEVENTH: (a) The corporation may, to the fullest extent permitted by Section 721 through 726 of the Business Corporation Law of New York, indemnify any and all directors and officers whom it shall have power to indemnify under the said sections from and against any and all of the expenses, liabilities or other matters referred to in or covered by such section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which the persons so indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity by holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefits of the heirs, executors and administrators of such a person.

(b) A director of this Corporation shall not be personally liable to the Corporation or its shareholders for damages for any breach of duty in his/her capacity as a director, unless a judgement or other final adjudication adverse to him/her establishes that (i) his/her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, or (ii) he/she personally gained in fact a financial or other advantage to which he/she was not legally entitled or (iii) his/her acts violated Section 719 of the Business Corporation Law.

EIGHTH: A director or officer of the Corporation shall not, in the absence of fraud, be disqualified from his/her office by dealing with or contracting with the Corporation as vendor, purchaser or otherwise.

In the absence of fraud, no transaction, contract or act of the Corporation, the Board of Directors, the Executive Committee of the Board of Directors, or any other duly constituted committee, shall be void, voidable or affected by reason of the fact that any director or officer of the Corporation, or any firm of which any director or officer of the Corporation is a member, or any corporation of which any director or officer of the Corporation is an officer, director, or shareholder, is in any way interested in the transaction, contract or act, if either:

(a) the fact of such common directorship, officership, or financial or other interest is disclosed or known to the Board of Directors or the Executive Committee, and the Board of Directors or the Executive Committee approves the transaction, contract or act by a vote sufficient for such purposes without the vote of such interested director, if any; provided that any such director may be counted in determining the presence of a quorum at any such meeting of the Board of Directors or the Executive Committee; or

(b) the fact of such common directorship, officership or financial or other interest is disclosed or known to the shareholders entitled to vote on the transaction, contract or act and the transaction, contract or act is approved by vote of the shareholders entitled to vote thereon, whether or not the Board of Directors or the Executive Committee has approved the transaction, contract or act.

Any such transaction, contract or act which is ratified by a majority in interest of a quorum of the shareholders of the Corporation having voting power at any annual or special meeting called for such purpose, shall, if such common ownership or financial or other interest is disclosed in the notice of the meeting, be valid and as binding as though approved or ratified by every shareholder of the Corporation, except as otherwise provided by the laws of the State of New York.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this twenty-sixth day of March, 1993.

NAME

ADDRESS

S/MARK SKUBICKI
Mark Skubicki, Incorporator

10 Bank Street
White Plains, New York 10606

S/MARIA R. FISCHETTI
Maria R. Fischetti, Incorporator

10 Bank Street
White Plains, New York 10606

WAIVER OF NOTICE OF FIRST MEETING

OF THE INCORPORATORS OF

OASIS INTERNATIONAL GROUP LTD.

We, the undersigned, incorporators of OASIS INTERNATIONAL GROUP LTD., a corporation of the State of New York, do hereby severally waive notice of the time, place and purpose of the first meeting of the incorporators of said corporation, and consent that it be held at United Corporate Services, Inc., 10 Bank Street, White Plains, New York 10606, on the 31st day of March, 1993, at 10:00 o'clock a.m., and we do further consent to the transaction of any and all business that may come before the meeting, including the adoption of by-laws and the election of directors.

MARK SKUBICKI (L.S.)
Mark Skubicki, Incorporator

MARIA R. FISCHETTI (L.S.)
Maria R. Fischetti, Incorporator

MINUTES OF FIRST MEETING OF THE INCORPORATORS OF

OASIS INTERNATIONAL GROUP LTD.

The first meeting of incorporators of OASIS INTERNATIONAL GROUP LTD., a corporation of the State of New York, was held on the 31st day of March, 1993, at 10:00 o'clock a.m., at United Corporate Services, Inc., 10 Bank Street, White Plains, New York 10606.

There were present Mark Skubicki and Maria R. Fischetti being all the incorporators.

Mark Skubicki, one of the incorporators, called the meeting to order and was duly chosen Chairman thereof, and Maria R. Fischetti was chosen Secretary of the meeting.

The Secretary presented and read a waiver of notice of the meeting signed by all the incorporators. It was ordered that it be affixed to the minutes of this meeting.

The Secretary presented a copy of the incorporation document and stated that the original had been filed in the Corporation Department of the State of New York on the thirty-first day of March, 1993. It was ordered that a copy of the incorporation document be kept in the minute book.

After due discussion and consideration, and upon motions duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the By-laws now submitted to the meeting be and they hereby are adopted as the By-laws of the corporation, and that a copy be kept permanently in the minute book.

RESOLVED, that the seal of this corporation be circular in form and have the name of the corporation around the circumference thereof, and the words and figures, "Corporate Seal, New York, 1993", in the center thereof.

RESOLVED, that the form of stock certificate presented to this meeting be adopted as the stock certificate of the corporation and that a specimen of such certificate be placed in the minute book.

RESOLVED, that the Board of Directors be and they hereby are authorized and requested to issue the capital stock of the corporation for cash or property to such persons and in such manner as they from time to time may determine.

The following named person(s) was (were) nominated and unanimously elected as director(s) of the corporation to hold office for the first year and until the successors are elected and qualify:

Paul Bernasconi
Randolph R. Pearsall
Katheryn J. Pearsall

No further business being presented, upon motion duly made, the meeting thereupon adjourned.

MARIA R. FISCHETTI
Maria R. Fischetti, Secretary
of the Meeting

BY-LAWS
OF
OASIS INTERNATIONAL GROUP LTD.

ARTICLE I
OFFICES

SECTION 1. PRINCIPAL OFFICE. - The principal office of the corporation shall be located in the County of New York, State of New York.

SECTION 2. OTHER OFFICES. - The corporation may have other offices, either in or outside of the State of New York, as shall be designated from time to time by the Board of Directors.

ARTICLE II
SHAREHOLDERS

SECTION 1. LOCATION OF MEETINGS. - Shareholders' meetings may be held at such locations, either in or outside the State of New York, as shall be designated by the directors and set forth in the notice of the meeting.

SECTION 2. NOTICE OF ANNUAL MEETING. - Notice of the annual meeting shall be given to each shareholder entitled to vote, at least ten days in advance of said meeting.

SECTION 3. ANNUAL MEETINGS. - The annual shareholders' meeting for the election of directors and the transaction of such other business as may properly come before the meeting shall be held in each year subsequent to the year of incorporation.

SECTION 4. NOTICE OF SPECIAL MEETING. - Notice of a special meeting, stating the names of those calling the meeting, the time, place and purpose or purposes thereof, shall be given to each shareholder entitled to vote, at least ten days in advance of said meeting.

SECTION 5. SPECIAL MEETINGS. - Special shareholders' meetings may be called by the President or Secretary and must be called by either of them upon the written request of the holders of twenty-five percent of the shares outstanding and entitled to vote.

SECTION 6. QUORUM. - The holders of a majority of shares entitled to vote shall constitute a quorum for all purposes, except as otherwise provided by statute or the incorporation document.

SECTION 7. VOTING. - Every shareholder entitled to vote may vote in person or by proxy, and shall have one vote for each share of stock registered in his/her name unless otherwise provided in the incorporation document.

SECTION 8. ADJOURNED MEETINGS. - Shareholders' meetings may be adjourned to a designated time and place by a vote of a majority of the shareholders present. Notice of such an adjourned meeting need not be given, other than by announcement at the meeting, and any business may be transacted which might have been transacted at the meeting as originally called.

SECTION 9. ACTION BY WRITTEN CONSENT OF SHAREHOLDERS. - Whenever, by any provision of statute or the incorporation document or of these By-laws, the vote of shareholders at a meeting is required or permitted to be taken in connection with any corporate action, the meeting and vote of shareholders may be dispensed with, if all the shareholders who would have been entitled to vote upon the action if such meeting were held, shall consent in writing to such corporate action.

ARTICLE III DIRECTORS

SECTION 1. NUMBER AND TERM. - The number of directors shall be three (3). At any time that there are less than three (3) directors, the number of directors may not be less than the number of shareholders. The directors shall be elected at the annual meeting of the stockholders and each director shall be elected to serve until his successor shall be elected and shall qualify. A director need not be a stockholder.

SECTION 2. POWERS. - The Board of Directors may, in accordance with the laws of the State of New York, the incorporation document and these By-laws, adopt such rules and regulations for the conduct of its meetings, the exercise of its powers and the management of the business of the corporation as it may deem proper.

In addition, the directors may exercise all powers of the corporation and carry out all lawful acts which are not required to be exercised or done by the shareholders as provided by statute, the incorporation document or these By-laws.

SECTION 3. MEETINGS AND QUORUM. - Meetings of the Board may be held, either in or outside the State of New York, provided a quorum be in attendance. Unless otherwise provided by the incorporation document or the laws of the State of New York, a majority of the directors shall constitute a quorum at any meeting of the Board and the vote of a majority of a quorum shall constitute the act of the Board.

Unless restricted by the incorporation document or elsewhere in these By-laws, members of the Board of Directors or any committee designated by such Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Regular meetings of the Board of Directors may be scheduled by a resolution adopted by the Board. The Chairman of the Board or the President or Secretary may call, and if requested by any two directors, must call special meeting of the Board and give five days' notice by mail, or two days' notice personally or by telegraph or cable to each director. The Board of Directors may hold an annual meeting, without notice, immediately after the annual meeting of shareholders.

SECTION 4. VACANCIES AND REMOVAL. - Unless otherwise provided in the incorporation document or in the following paragraph, vacancies occurring in the membership of the Board of Directors, from whatever cause arising (including vacancies occurring by reason of the removal of directors without cause and newly created directorships resulting from any increase in the authorized number of directors), may be filled by a majority vote of the remaining directors, though less than a quorum, or such vacancies may be filled by the shareholders.

Unless the incorporation document provides for cumulative voting or the election of one or more directors by class or their election by holders of bonds, or requires all action by shareholders to be by a greater vote, any one or more of the directors may be removed, (a) with or without cause, at any time, by vote of the shareholders holding a majority of the outstanding shares of the corporation entitled to vote, present in person or by proxy, at any special meeting of the shareholders or, (b) for cause, by action of the Board of Directors at any regular or special meeting of the Board. A vacancy or vacancies occurring from such removal may be filled at the special meeting of shareholders or at a regular or special meeting of the Board of Directors.

SECTION 5. COMMITTEES. - The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from its members an Executive Committee or other committees, each consisting of three or more members, with such powers and authority (as are permitted by law) as may be provided in said resolution.

SECTION 6. DIRECTOR ACTION WITHOUT MEETING. - Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee, as the case may be, consent in writing to the adoption of a resolution authorizing the action, and the resolution and written consents thereto are filed with the minutes of the proceedings of the Board of Directors or committee.

ARTICLE IV OFFICERS

SECTION 1. PRIMARY OFFICERS. - The primary officers of the corporation shall be a President, one or more Vice-Presidents, a Treasurer, and a Secretary, all of whom shall be elected annually by the Board of Directors. The Board of Directors may elect a Chairman of the Board of Directors and may appoint such other officers and agents with such powers and duties as it shall deem necessary. Except for the offices of President and Secretary, any two offices or more may be held by one person. The offices of President and Secretary may be held by one person if said person is the sole shareholder of the corporation. Vacancies occurring among any of the offices shall be filled by the directors. Any office may be removed at any time by the affirmative vote of a majority (unless the incorporation document provides otherwise) of the directors present at a regular meeting of directors or at a special meeting of directors called for that purpose.

SECTION 2. THE CHAIRMAN OF THE BOARD. - The Chairman of the Board of Directors, if one be elected, shall preside at all meetings of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors or the Executive Committee.

SECTION 3. PRESIDENT. - The President, who need not be a director, shall, in the absence or non-election of a Chairman of the Board, preside at all meetings of the shareholders and directors. While the directors are not in session, he/she shall have general management and control of the business and affairs of the corporation.

SECTION 4. VICE-PRESIDENT. - The Vice-President, if there are more than one, the senior Vice-President, as determined by the Board of Directors, in the absence or disability of the President, shall exercise the powers and perform the duties of the President and each Vice-President shall exercise such other powers and perform such other duties as shall be prescribed by the directors.

SECTION 5. TREASURER. - The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He/she shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the President, taking proper vouchers for such disbursements. He/she shall render to the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors, he/she shall give the corporation a bond for the faithful discharge of his/her duties in such amount and with such surety as the board shall prescribe.

SECTION 6. SECRETARY. - The Secretary shall give, or cause to be given, notice of all meetings of shareholders and directors, and all other notices required by the law or by these By-laws, and in case of his/her absence or refusal or neglect so to do, any such notice may be given by any person thereunto directed by the President, or by the directors, or shareholders, upon whose requisition the meeting is called as provided in these By-laws. He/she shall record all the proceedings of the meetings of the corporation and of the directors in a book to be kept for that purpose, and shall perform such other duties as may be assigned to him by the directors or the President. He/she shall have the custody of the seal of the corporation and shall affix the same to all instruments requiring it, when authorized by the directors or the President, and attest the same.

SECTION 7. SALARIES. - The salaries of all officers shall be fixed by the Board of Directors, and the fact that any officer is a director shall not preclude him/her from receiving a salary as an officer, or from voting upon the resolution so providing.

ARTICLE V CAPITAL STOCK

SECTION 1. FORM AND EXECUTION OF CERTIFICATES. -
Certificates of stock shall be in such form as required by the laws of the State of New York and as shall be adopted by the Board of Directors. They shall be numbered and registered in the order issued; shall be signed by the Chairman or a Vice-Chairman of the Board (if any) or by the President or a Vice-President, and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer and may be sealed with the corporate seal or a facsimile thereof. When such a certificate is countersigned by a transfer agent or registered by a registrar, the signatures of any such officers may be facsimile.

SECTION 2. TRANSFER. - Transfer of shares of the corporation shall be transferrable only upon its books by the registered holder thereof in person or by their duly authorized attorneys or legal representatives, and upon such surrender of the certificate or certificates for such shares properly assigned for transfer.

SECTION 3. LOST OR DESTROYED CERTIFICATES. - The holder of any certificate representing shares of stock of the corporation, may notify the corporation of any loss, theft or destruction thereof, and the Board of Directors may thereupon, in its discretion, cause a new certificate for the same number of shares, to be issued to such holder upon satisfactory proof of such loss, theft or destruction, and the deposit of indemnity by way of bond or otherwise, in such form and amount and with such surety or sureties as the Board of Directors may require, to indemnify the corporation against loss or liability by reason of the issuance of such new certificate.

SECTION 4. RECORD DATE. - In lieu of closing the books of the corporation, the Board of Directors may fix, in advance, a date, not exceeding fifty days, no less than ten days, as the record date for the determination of shareholders entitled to receive notice of, or to vote, at any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payments of any dividends, or allotment of any rights, or for the purpose of any other action.

ARTICLE VI MISCELLANEOUS

SECTION 1. DIVIDENDS. - The directors may declare dividends from time to time upon the capital stock of the corporation from the surplus or net profits available therefor.

SECTION 2. SEAL. - The directors shall provide a suitable corporate seal which shall be in the charge of the Secretary and shall be used as authorized by the By-laws.

SECTION 3. FISCAL YEAR. - The fiscal year of the corporation shall be determined by resolution duly adopted by the Board of Directors.

SECTION 4. CHECKS, NOTES, ETC. - Checks, notes, drafts, bills of exchange and orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed or endorsed in such manner as shall be determined from time to time by resolution of the Board of Directors.

The funds of the corporation shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed or endorsed in such manner as determined by the directors.

SECTION 5. NOTICE AND WAIVER OF NOTICE. - Whenever any notice is required by these By-laws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage, prepaid, addressed to the person entitled thereto at his/her address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Shareholders not entitled to vote shall not be entitled to receive notice of any meetings except as otherwise provided by statute.

Whenever any notice whatsoever is required to be given under the provisions of any law, or under the provisions of the incorporation document of the corporation or these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VII AMENDMENTS

SECTION 1. BY SHAREHOLDERS. - These By-laws may be amended at any shareholders' meeting by vote of the shareholders holding a majority (unless the incorporation document requires a larger vote) of the outstanding shares issued and outstanding and entitled to vote thereat, present either in person or by proxy, provided notice of the amendment is included in the notice or waiver of notice of such meeting.

SECTION 2. BY DIRECTORS. - The Board of Directors may also amend these By-laws at any regular or special meeting of the Board by a majority (unless the incorporation document requires a larger vote) vote of the entire Board, but any By-laws so made by the Board may be altered or repealed by the shareholders.