

Arent Fox
1050 Connecticut Avenue, NW
Washington, DC 20036-5339

P97000051376

June 6, 1997

Beth McCartney
Tel: 202/857-4229
Fax: 202/857-6395
E-mail: mcmcartne@arentfox.com
http://www.arentfox.com
Ref. No. 1004-008

By Federal Express
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

300002206213--4
-06/09/97--01152--001
****262.50 ****131.25

Re: AGC-SP1, Inc.
AGC-SP2, Inc.
AGC-SP3, Inc.
AGC-SP4, Inc.
AGC-SP5, Inc.

EFFECTIVE DATE
6-6-97

Dear Sir or Madam:

Enclosed for immediate filing are the Articles of Incorporation for each of the above-referenced corporations. Enclosed are three checks totaling \$656.25 to cover the cost of filing (\$70), one certificate of Good Standing (\$8.75) and one certified copy (\$52.50) for each corporation. Note that our firm has already reserved these corporate names, however we have not received the name reservation letters back from your office yet.

Please file and return the certified copies, good standings and evidence of filing to me as soon as possible in the enclosed prepaid Federal Express envelope.

If any questions or delays arise, please call me collect immediately at the above number. Thank you for your cooperation in this matter.

Best regards.

Very truly yours,

Beth McCartney
Beth McCartney
Senior Legal Assistant

cc: Jean M. Klaiman, Esq.

FILED
97 JUN -9 AM 8 48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date
6/10/97

**ARTICLES OF INCORPORATION
OF
AGC-SP1, INC.**

FILED
97 JUN -9 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is AGC-SP1, Inc. The address of this corporation's initial principal office is:

2601 South Bayshore Drive
Miami, Florida 33133

EFFECTIVE DATE
6-6-97

ARTICLE II: DURATION

The duration of this corporation is perpetual. The date and time of the commencement of corporate existence is 9:00 A.M. (Miami time) on June 6, 1997.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class of common stock and shall have a par value of one penny (\$.01) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office of this corporation is:

Joel K. Goldman
2601 South Bayshore Drive
Miami, Florida 33133

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the shareholders or the board of directors as provided in the by-laws of this corporation. The following persons constitute the initial directors of

the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

Thomas W. Jeffrey
John H. Fischer

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

<u>PERSON</u>	<u>NAME</u>
President and Chief Executive Officer	Thomas W. Jeffrey
Vice President and Secretary	Joel K. Goldman
Vice President and Assistant Secretary	Marcia H. Langley
Vice President and Treasurer	John H. Fischer
Vice President, Assistant Secretary and Controller	Callis N. Carleton

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Jean M. Klaiman
1050 Connecticut Avenue, NW
Washington, DC 20036

ARTICLE VIII: BY-LAWS

The board of directors shall adopt by-laws for this corporation. The by-laws may be amended or repealed by the shareholders or board of directors in any manner permitted by the by-laws and applicable law.

ARTICLE X: AMENDMENT

The shareholders or the board of directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of June 5, 1997.

Jean M. Klaiman
Jean M. Klaiman, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Section 607.0501 of the Florida Business Corporation Act, AGC-SP1, Inc., desiring to organize as a corporation under the laws of the State of Florida, submits the following statements designating its registered office and registered agent to accept service of process in the State of Florida:

1. The name of the corporation is:

AGC-SP1, Inc.

2. The name and address of the registered agent and the registered office of the corporation is:

Joel K. Goldman
2601 South Bayshore Drive
Miami, Florida 33133

Date: June 6, 1997

AGC-SP1, INC.

By: Joel K. Goldman
Joel K. Goldman
Vice President

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of the Florida Business Corporation Act.

Dated: June 6, 1997

Joel K. Goldman
Joel K. Goldman