

P98000009157

Sergio & Melissa Fernandez
10301 East Bay Harbor Drive #7
Bay Harbor Islands, Florida 33154.

January 22, 1998

DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314.

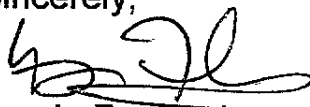
Re: Agate Computers, Inc. / Articles of Incorporation.
10301 East Bay Harbor Drive # 7
Bay Harbor Islands, Fl. 33154.

FILED
98 JAN 27 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the articles of incorporation for above mentioned company. Please stamp the copy and return to us as soon as possible. Thank you for your prompt cooperation.

Sincerely,


Sergio Fernandez

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1/29/98

**ARTICLES OF INCORPORATION
OF
AGATE COMPUTERS, INC.**

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AGATE COMPUTERS, INC.

The initial principle place of business of this corporation is:

10301 East Bay Harbor Drive # 7
Bay Harbor Islands, Florida 33154.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States of America, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock at a par value of \$1.00 (one dollar) each.

**ARTICLE IV
INDEMNITY**

The Corporation shall indemnify its directors, officers and employees as follows:

- (a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust

or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

- (b) The Corporation shall provide to any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be:

10301 East Bay Harbor Drive # 7
Bay Harbor Islands, Florida 33154.

and the name of the registered agent of the corporation at that address is:

Sergio Fernandez

ARTICLE VI. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VII. OFFICERS AND DIRECTORS

This corporation shall have the following officers, initially. The initial officers shall hold office for the first year of the corporation, or until his successor is elected or appointed. They are:

DIRECTOR & PRESIDENT: Sergio H. Fernandez
10301 East Bay Harbor Drive #7
Bay Harbor Islands, Florida 33154.

VICE PRESIDENT: Melissa C. Fernandez
10301 East Bay Harbor Drive #7
Bay Harbor Islands, Florida 33154.

TREASURER:

Fabian I. Fernandez
9332 Harding Avenue
Surfside, Florida 33154.

SECRETARIES:

Ivan D. & Patricia M. Fernandez
9332 Harding Avenue
Surfside, Florida 33154.

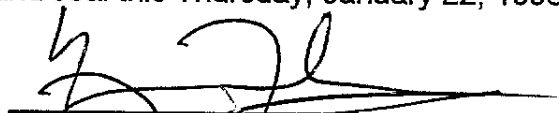
ARTICLE VIII. INCORPORATOR AND REGISTERED AGENT

The name and street address of the incorporator to these Articles of
Incorporation is:

Sergio H. Fernandez
10301 East Bay Harbor Drive #7
Bay Harbor Islands, Florida 33154.

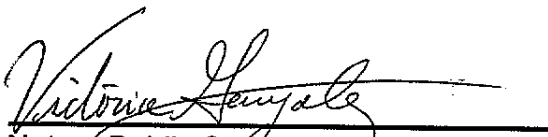
I, the undersigned, hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

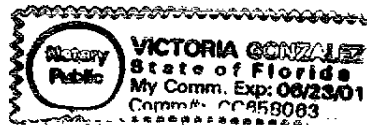
IN WITNESS WHEREOF, the undersigned has hereunto set
His hand and seal this Thursday, January 22, 1998.


Sergio H. Fernandez - President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this Thursday, January
22, 1998.


Notary Public State of Florida at Large



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA