

F95000003302

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

400001509214
-06/09/95--01001--009
*****70.00 *****70.00

SUBJECT: AGF Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Charles W. Edgar, III

(Name of Person)

Levine, Frank & Edgar, P.A.

(Firm/Company)

3300 PGA Boulevard, Suite 500

(Address)

Palm Beach Gardens, FL 33410

(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

James S. Telepman, Esquire at (407) 626- - 4700

(Name of Person)

Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

7274
W95-12078

7-10
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 14, 1995

CHARLES W. EDGAR, III
LEVINE, FRANK & EDGAR, P.A.
3300 PGA BLVD., STE 500
PALM BEACH GARDENS, FL 33410

SUBJECT: AGF INC.
Ref. Number: W95000012078

We have received your document for AGF INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Section 607.1502(4), Florida Statutes, requires this office to collect a \$500 penalty fee for each year this entity transacted business in Florida prior to qualification and the appropriate charter tax and annual report fees that would have been due this office had the corporation qualified the year it began operations in this state. Please complete the enclosed form INHSE37 and contact this office for the charter tax due. The amount entitled this office in annual report fees and penalty fees is \$7031.25.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business or conducting affairs in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business or conducting its affairs in Florida prior to the year the application was submitted did not constitute transacting business or conducting affairs pursuant to section 607.1501 or 617.1501, Florida Statutes.



FLORIDA DEPARTMENT OF STATE

If you have any questions concerning the filing of your document, please call
(904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 595A00029095

LEVINE, FRANK & EDGAR P.A.

A Professional Association of Attorneys

Jay Steven Levine - Also admitted to Practice in Washington, D.C.
Jeffrey H. Frank
Charles W. Edgar, III

James S. Tepleman
Robert A. Schaeffer

July 7, 1995

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DIVISION OF CORPORATIONS
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Qualification/Tax Lien Section
Division Of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399
ATTN: Doug Dickenson

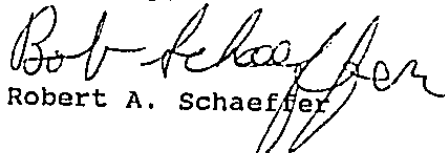
RE: AGF, Inc.
Reference No. #W95000012078

Dear Mr. Dickenson:

Per our discussions, I have enclosed the original executed Resolution Of Board Of Directors Form and the original executed Affidavit regarding the transaction of business in Florida by AGF, Inc. as of 1995. For your reference I have also enclosed a copy of the application that was previously sent to your office regarding the authorization to transact business in Florida for AGF, Inc. Please note that number 3 of the application has been filled in with the Federal Employment Identification Number. Please note also pursuant to the Resolution that the selected name for use in Florida is AGF, Inc. of New Jersey and pursuant to the Affidavit the correct year that AGF, Inc. first transacted business in Florida is 1995.

Please contact me with any questions or additional information you may need. Otherwise I hope to hear from you shortly regarding the registration of AGF, Inc. dba AGF, Inc. a New Jersey Corporation.

Sincerely,


Robert A. Schaeffer

RAS/dam

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Frank T. Keogh, do hereby certify
that this Resolution of the Board of Directors of AGE, INC.,
a corporation duly organized and existing under the laws of the State of NEW JERSEY,
was duly adopted on June 30, 19 95.

Resolved, that AGE, INC., organized
and existing in the State of NEW JERSEY, hereby adopts the
name AGE, INC. OF NEW JERSEY for use in Florida.

Dated: 7/6/95

Frank T. Keogh
Signature of at least one director

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A F F I D A V I T

The undersigned affiant, being first duly sworn, deposes and says:

1. That the affiant is the president and a member of the Board of Directors of AGF, Inc., a New Jersey Corporation (the "Corporation").

2. That the corporation has filed an application with the Florida Department of State for authorization to transact business in Florida.

3. That in connection with said aforementioned application, item number 6 of the application was mistakenly completed with the year 1983, instead of the correct year, 1995.

4. That the date that the corporation first transacted business in Florida is 1995.

5. That the affiant has personal knowledge of the aforementioned facts.

Further affiant sayeth not

Michael A. Dorio President
Michael A. Dorio

STATE OF NEW JERSEY
COUNTY OF

The foregoing instrument was acknowledged before me this 6 day of July, 1995, by Michael A. Dorio.

NOTARY PUBLIC

(SEAL)

Gisela M. Baptista
Gisela M. Baptista
(Print Name)
My Commission Expires: 8/19/96
Commission No. _____

Personally known / OR Produced Identification _____
Type of identification Produced _____

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DIVISION OF REVENUE
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. AGP Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New Jersey
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 1976
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 1983
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))
7. P.O. Box 496
Elizabeth, NJ 07207
(Current mailing address)
8. Construction; Real Estate.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: Charles W. Edgar, III
Office Address: 3300 PGA Boulevard, Suite 500
Palm Beach Gardens, Florida, 33410
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charles W. Edgar, III
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors

A. DIRECTORS

Chairman: Frank T. Keogh
Address: 140 Hwy. #1
Elizabeth, NJ 07207

Vice Chairman: Christel T. Keogh
Address: 140 Hwy. #1
Elizabeth, NJ 07207

Director: Michael A. Dorio
Address: 140 Hwy. #1
Elizabeth, NJ 07207

Director: Michael E. Driscoll
Address: 140 Hwy. #1
Elizabeth, NJ 07207

B. OFFICERS

President: Michael A. Dorio
Address: 140 Hwy. #1
Elizabeth, NJ 07207

Vice President: Michael A. Driscoll
Address: 140 Hwy. #1
Elizabeth, NJ 07207

Secretary: Michael E. Driscoll
Address: 140 Hwy. #1
Elizabeth, NJ 07207

Treasurer: Christel T. Keogh
Address: 140 Hwy. #1
Elizabeth, NJ 07207

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael A. Dorio President
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael A. Dorio/President
(Typed or printed name and capacity of person signing application)

NEW JERSEY SECRETARY OF STATE

AGF INC.

I, THE SECRETARY OF STATE OF THE STATE OF NEW JERSEY, DO HEREBY CERTIFY THAT THE RECORDS OF THIS OFFICE SHOW THAT THE CHARTER/AUTHORITY OF THE ABOVE-NAMED BUSINESS WAS FILED IN THIS OFFICE ON DEC. 06, 1960.

I FURTHER CERTIFY, THAT SO FAR AS THE RECORDS OF THIS OFFICE SHOW, SAID BUSINESS HAS NOT BEEN DISSOLVED, CANCELLED, OR WITHDRAWN, NOR HAS ITS CHARTER/AUTHORITY BEEN VOIDED/REVOKED FOR NON-PAYMENT OF STATE TAXES BY PROCLAMATION. IT NOW CONTINUES TO MAINTAIN ACTIVE STATUS WITHIN THE STATE OF NEW JERSEY. AT THE TIME OF THE ISSUANCE OF THIS CERTIFICATE, ANNUAL REPORTS ARE OUTSTANDING FOR 94, 93, 92, 91, 90.

I FURTHER CERTIFY THAT THE LOCATION OF THE REGISTERED OFFICE IS

140 SPRING ST

ELIZABETH

NJ 07201

AND THE REGISTERED AGENT IS ALEXANDER W. SAMPSON.

JUN. 05, 1995

Donna R. Hovick

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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