

Document Number Only

m52529

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

000002260830--1
08/07/97--01076--014
****87.50 ****87.50

CORPORATION(S) NAME

Constan Corporation
changing its name to:

Name Change
Amend

A. G. International Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merge
- Mark
- Other
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

FILED
97 AUG -7 AM 10:28
TALLAHASSEE, FLORIDA

Name	
Availability	8/12/97
Document Examiner	[Signature]
Updater	[Signature]
Verifier	[Signature]
Acknowledgment	[Signature]
W.P. Verifier	[Signature]

AUG 07 1997

PLEASE RETURN EXTRA COPIES
FILE STAMPED

RECEIVED
97 AUG -7 PM 12:30
DIVISION OF CORPORATION

CR2E031 (1-89)

000789 02144 00523
00580, 00664, 00517, 00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: CONSTAR CORPORATION
Ref. Number: M52529

*amending its name to:
A & Equities Corporation
+
no punctuation*

We have received your document for CONSTAR CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.
- ✓ The date of adoption of each amendment must be included in the document.
8-1-97
If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document: *Unanimous consent of directors. No shareholders.*
 - (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
 - (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.
- ✓ The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.
remove "initial"
- ✓ The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.
vice president + director

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan

*Annette - 8-11-97
Please see changes and
backdate to 8-7-97.
Also, please issue one
certified copy. Thanks - Tom*

Corporate Specialist

Letter Number: 697A00040381

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONSTAR CORPORATION

97 AUG -7 AM 10:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

All of the Articles are repealed and the new Articles adopted are as follows:

ARTICLE I - NAME

The name of this Corporation is AG Equities Corporation.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States or any of its States.

ARTICLE IV - CAPITAL STOCK

(a) The shares are to be divided into classes, and the designation of each class is:

Preferred Non-Voting Stock	500,000 Class A
Common Non Voting Stock	400,000 Class B
Common Voting Stock	100,000 Class C

(b) The preferences, limitations and relative rights in respect of the shares of each class, shall be specified by the Board of Directors upon their designation and/or issuance.

(c) The Board of Directors shall have full and unfettered authority to establish series and to fix and determine the variations in the relative rights and preferences between series.

(d) Each share shall have a par value of US \$1.00 (One Dollar).

(e) The old issued and outstanding shares will be exchanged in a ratio of one-to-one (1:1) for new shares as agreed upon with the shareholders on or before August 31, 1997. Thereupon, the old share certificates shall be fully canceled.

(f) The amendment was approved by unanimous consent of the Board of Directors. No Shareholders have been elected.

(g) The date of adoption is August, 1, 1997.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and office of this Corporation shall remain IBC Fiduciary Inc., 444 Brickell Avenue, Suite 51-246, Miami, Florida 33131.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have up to three Directors. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The name of the director is Elena Carbayo whose address is 444 Brickell Avenue, Suite 51-246, Miami, Florida 33131.

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Class C Stockholders or the Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall fully indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

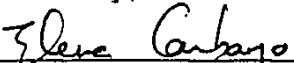
ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is Elena Carbayo, 444 Brickell Avenue, Suite 51-246, Miami, Florida 33131.

ARTICLE X

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Amendment, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 31st day of July, 1997.

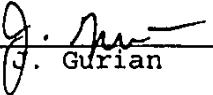


Elena Carbayo, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF AMENDMENT, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

IBC FIDUCIARY INC.

By: 

J. Gurian