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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

AG MANAGEMENT SERVICES, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

AG MANAGEMENT SERVICES, INC.

ARTICLE I-NAME

The name of this Corporation is AG MANAGEMENT SERVICES, INC.

ARTICLE II-DURATION

This Corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue 100 shares at \$1.00 par value, common stock.

ARTICLE V-RIGHTS-UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares shall receive a ratable distribution of the assets of the corporation.

ARTICLE VI-PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

**ARTICLE VII-INITIAL REGISTERED OFFICE
AND AGENT AND BUSINESS ADDRESS**

The street address of the initial registered office and business address of this corporation is: 3220 S.W. 123rd Court, Miami, Florida 33175. The name of the initial registered agent of this corporation at that address is: **FELIX AGUDO**.

ARTICLE VIII-INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased from time to time as provided for by the Bylaws. The names and addresses of the initial directors of this corporation are:

FELIX AGUDO

**3220 S.W. 123rd Court
Miami, Florida 33175**

FELIX J. AGUDO

**3220 S.W. 123rd Court
Miami, Florida 33175**

ARTICLE IX-INCORPORATORS AND SUBSCRIBERS

The names and addresses of the persons signing these Articles are:

FELIX AGUDO

**3220 S.W. 123rd Court
Miami, Florida 33175**

FELIX J. AGUDO

**3220 S.W. 123rd Court
Miami, Florida 33175**

ARTICLE X-BYLAWS

The power to adopt, alter, amend and repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI-RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons

in the amount set opposite his name.

FELIX AGUDO 30 Shares

FELIX J. AGUDO 50 Shares

Shares held by the initial shareholders listed above or any subsequent shareholders may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among the shareholder and this corporation.

ARTICLE XII-CUMULATIVE VOTING

At each election for directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII-CALLING OF SPECIAL MEETINGS

Special meetings of the shareholder may be called by the Board of Directors.

ARTICLE XIV-SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE XV-AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the

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shareholder is subject to this reservation,

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 15th day of February, 2000.


FELIX AGUDO


FELIX J. AGUDO

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County
aforesaid to take acknowledgement, personally appeared FELIX AGUDO and FELIX J.
AGUDO, to me personally known to be the persons described in and who executed the same for
the purposes therein expressed.

WITNESS my hand and official seal in the County and State
last aforesaid on this 15th day of February, 2000.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires:

10/25/2000

NOTARY PUBLIC - STATE OF FLORIDA
EDUARDO R. GUERRERO
COMMISSION # CG581770
EXPIRES 10-25-2000
BONDED THRU AGA 1,000 NOTARY-1

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That AG MANAGEMENT SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at The City of Miami, County of Miami-Dade, State of Florida has named FELIX AGUDO, whose address is 3220 S.W. 123rd Court, Miami, Florida 33175. as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: _____


FELIX AGUDO
Registered Agent

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TALLAHASSEE, FLORIDA