

P00000037529

Arthur B. D'Almeida, P.A.
Attorney at Law

105 East Palmetto Park Road
Boca Raton, Florida 33432

Telephone (561) 368-4674
Telefax (561) 362-8512
e-mail: artdesq@aol.com

April 6, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300003202243--3
-04/10/00-01148-007
*****70.00 *****70.00

Re: Agents Resource Group, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-referenced corporation, together with my check in the amount of \$70.00 as filing fee. Please file the Articles and return a date-stamped copy to me.

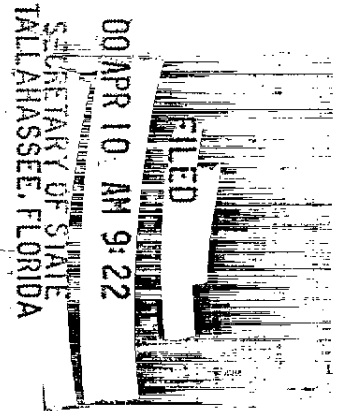
I thank you for your prompt attention to this request.

Very truly yours,

Arthur B. D'Almeida

Arthur B. D'Almeida

sm
Enclosures



T. Burch APR 14 2000

ARTICLES OF INCORPORATION

OF

AGENTS RESOURCE GROUP, INC.

FILED

00 APR 10 AM 9:22

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of AGENTS RESOURCE GROUP, INC., a corporation organized under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation shall be: AGENTS RESOURCE GROUP, INC.

ARTICLE II

Corporate existence shall begin at the time these Articles are filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE III

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This corporation shall have the authority to issue one (1) class of stock. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the corporate office is: 125 North Riverside Drive, Suite 114 East, Pompano Beach, Florida 33062. The principal office address shall be the same. The name of the registered agent of the corporation is TODD B. BROWN and the registered agent's address is 125

North Riverside Drive, Suite 114 East, Pompano Beach, Florida 33062.

ARTICLE VI

The initial Board of Directors shall consist of one (1) member. The number of Directors may be increased from time to time by the By-Laws, but shall never be more than five (5) members.

ARTICLE VII

The names and addresses of the persons who shall serve as Directors until the first meeting of Shareholders, or until their successors have been elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
TODD B. BROWN	125 North Riverside Drive Suite 114 East Pompano Beach, Florida 33062

ARTICLE VIII

The name and address of the initial incorporator is TODD B. BROWN, and the principal place of business shall be 125 North Riverside Drive, Suite 114 East, Pompano Beach, Florida 33062.

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

The corporation shall indemnify any office or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without of the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth and hereunto sets his hand and seal the 6th day of April, 2000.

TODD B. BROWN
Incorporator/Director

I HEREBY ACCEPT the foregoing designation as Registered Agent outlined in

Article V.

TODD B. BROWN
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on the 6th day of April, 2000 before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared TODD B. BROWN, Incorporator and Registered Agent of the foregoing Articles of Incorporation, known to me personally to be such, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed and deposed that the facts therein stated were truly set forth.

Susan Messing
Notary Public, State of Florida

My Commission Expires:

