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ACCOUNT NO. : 072100000032

REFERENCE : 799946 158571A

AUTHORIZATION : *Patricia Taylor*

COST LIMIT : \$ 78.75

ORDER DATE : August 16, 2000

ORDER TIME : 11:31 AM

ORDER NO. : 799946-025

CUSTOMER NO: 158571A

CUSTOMER: Ms. Wendy Schwartz
Avante Group, Inc.

Suite 540n
4000 Hollywood Boulevard
Hollywood, FL 33021

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 17 PM 3:24

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DOMESTIC FILING

NAME: AG HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1169

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

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ARTICLES OF INCORPORATION

00 AUG 17 PM 3: 24

OF

AG Holdings, Inc.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is : AG Holdings, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is : 4000 Hollywood Blvd., #540N Hollywood, FL. 33021

The mailing address, wherever located, of the corporation is :
4000 Hollywood Blvd., #540N, Hollywood, FL. 33021

THIRD: The number of shares that the corporation is authorized to issue is 10,000,000 all of which are of a par value of 20 cents each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

John Hoenigmann

Corporation Service Company
Two World Trade Center
87th Floor
New York, NY 10048-0203

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized are as follows:
To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

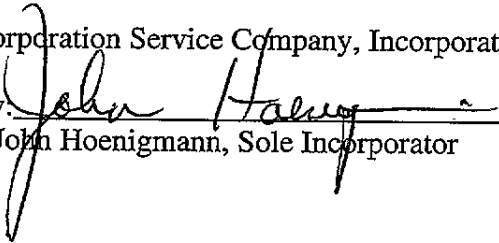
NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on

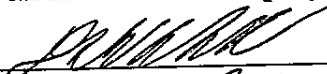
Corporation Service Company, Incorporator

By:


John Hoenigmann, Sole Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company, Registered Agent

By: 

Name of Officer: DONALD CONKLIN

Title of Officer: ASST. VP

Date: 8/16/2000

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