CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 206126 1-800-342-8062 • Fax (850) 222-1222 Consolidators, Corp. Art of Inc. File_ LTD Partnership File_____ Foreign Corp. File_ L.C. File____ Fictitious Name File_ Trade/Service Mark Merger File_ Art. of Amend. File_ RA Resignation_ Dissolution / Withdrawall Annual Report / Reinstatemen Cert. Copy_ Photo Copy_ Certificate of Good Standing Certificate of Status_ Certificate of Fictitious Name____ Corp Record Search_____ Officer Search_____ Fictitious Search_____ Fictitious Owner Search_____ Signature Vehicle Search_____ Driving Record_____ UCC 1 or 3 File_____ Requested by: UCC 11 Search___ UCC 11 Retrieval___ Name

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ARTICLES OF INCORPORATION

OF

ASSOCIATED GROUP CONSOLIDATORS, CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Associated Group Consolidators, Corp.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2222 Ponce de Leon Blvd. Penthouse Suite Coral Gables, Florida 33134

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Five Hundred (500) shares of common stock at \$1.00 par value each.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Gerhardt A. Schreiber, Esquire 2222 Ponce de Leon Blvd. Penthouse Suite Coral Gables, Florida 33134 TASECHE AND PHILE 26

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

> Gerhardt A. Schreiber, Esquire 2222 Ponce de Leon Blvd. Penthouse Suite Coral Gables, Florida 33134

The undersigned has(have) executed these Articles of Incorporation this 10 day of January _____, 2001.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

O MAN ON OR OF THE PARTY OF THE Pursuant to the provisions of section 607.0501, Florida Statutes, the following corporation organized under the laws of the State of Florida, submits the following statement in design the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: Associated Group Consolidators, Corp.
- 2. The name and address of the registered agent and office is:

Gerhardt A. Schreiber, Esquire 2222 Ponce De Leon Blvd. Penthouse Suite Coral Gables, Florida 33134

> SIGNATURE: (corporate officer)

DATE: 1-10-01

HAVING BEEN NAME AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

> SIGNATURE: <u>Sa Debredier</u> DATE: 1-10-01