

DENISE EDMUNDS
10031 W 115TH Avenue
Reddick, Florida 32686
(352) 402-9934 Fax: (352) 402-9634

PO1000060711

May 25, 2001

Florida Division of Corporations
409 E. Gaines Road
Tallahassee, Florida 32399

Reference: Agora Capital Partners, Ltd.

000004383410--0
-06/08/01--01039--017
*****78.75 *****78.75

Gentlemen:

Attached and enclosed two copies of the Articles of Incorporation for the above referenced corporation. Please file and return one certified copy to the above address. My check for the filing fee is enclosed.

Thank you.

Sincerely,



DENISE EDMUNDS

BET:I

2439-624
W01-13470

FILED
2001 JUN 19 AM 9:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/19/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 JUN 19 AM 9:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 12, 2001

DENISE EDMUNDS
10031 NW 115TH AVENUE
REDDICK, FL 32686

SUBJECT: AGORA CAPITAL PARTNERS, LTD.
Ref. Number: W01000013470

We have received your document for AGORA CAPITAL PARTNERS, LTD.. However, the document has not been filed and is being returned for the following:

The use of the abbreviation "Ltd." does not clearly indicate that this is a corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name."

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 101A00036122

FILED

2001 JUN 19 AM 9:30

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLES OF INCORPORATION

OF

AGORA CAPITAL PARTNERS, ~~INC.~~ INC.

The undersigned Incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

AGORA CAPITAL PARTNERS, ~~INC.~~ INC.

The principal place of business of this corporation shall be :

10031 NW 115th Avenue Reddick, Florida 32686

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any time is:

TEN MILLION SHARES COMMON STOCK \$0.001 Par Value

FIVE MILLION SHARES PREFERRED STOCK \$0.001 Par Value

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS/DIRECTORS

The name and street address of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until his/her successors are elected are:

Michael Shenkein 160 West 16th Street New York, New York 10011
Terence Herzog 300 East 46th Street #16H New York, New York 10017
John P. Demoleas 9 Lynn Drive Englewood Cliffs, New Jersey 07632

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Denise Edmunds 10031 NW 115th Avenue Reddick Florida 32686

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31 day of May 2001.

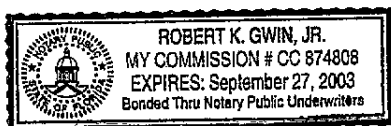
[Signature]

STATE OF FLORIDA

COUNTY OF MARION

)ss:

The foregoing instrument was acknowledged and sworn to before me this 31 day of May 2001 by Denise Edmunds as the Incorporator of Agora Capital Partners, ~~LLC~~ **INC.**



Robert K. Blinn
Notary Public in and for Said County and State

FILED

2001 JUN 19 AM 9:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **Agora Capital Partners, ~~LLC~~ INC.**

2. The name and address of the registered agent and office is:

Denise Edmunds 10031 NW 115th Avenue Reddick, Florida 32686

SIGNATURE



TITLE INCORPORATOR

DATE May 18, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE



DATE MAY 18, 2001