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THE LAW OFFICE OF

JAMES B. LYON, P.A.

1881 UNIVERSITY DRIVE, SUITE 206

CORAL SPRINGS, FLORIDA 33071

FILED

01 OCT 24 AM 9:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE (954) 752-3400

TELEFAX (954) 752-3411

JAMES B. LYON

ALSO ADMITTED TO OHIO BAR

October 23, 2001

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

800004651108--7  
-10/24/01--01024--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

VIA OVERNIGHT MAIL

Re: Articles of Incorporation for AGM, Inc.

800004651108--7

-10/24/01--01024--015

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing with the Florida Department of State in the above referenced matter along with my check in the amount of seventy eight dollars (\$78.75) for filing fees. Please return a certified copy of the filed Articles to me in the enclosed self addressed priority envelope.

Thank you.

Very truly yours,

James B. Lyon

JBL/gc  
Enclosures

OCT 25 2001

ARTICLES OF INCORPORATION  
OF  
AGM, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is AGM, INC.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of this Corporation shall be: 1000 Coral Ridge Drive #202, Coral Springs, Florida 33071.

ARTICLE III-PURPOSE

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

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue seven thousand five hundred (7,500) shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1881 University Drive, Suite 206, Coral Springs, Florida 33071 and the name of the initial registered agent of this Corporation at that address is James B. Lyon, Esquire.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) Directors to hold office until the first annual meeting of the stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

Amir Greenfield, 1000 Coral Ridge Drive #202, Coral Springs,  
Florida 33071

Jacob D. Yogev, 1000 Coral Ridge Drive #202, Coral Springs, Florida  
33071

ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these  
Articles is: Jacob D. Yogev, 1000 Coral Ridge Drive #202, Coral  
Springs, Florida 33071

ARTICLE VIII-PRE-EMPTIVE RIGHTS

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

ARTICLE IX-INDEMNIFICATION


The Corporation shall indemnify any Officer or Director, or  
any former Officer or Director, to the full extent permitted by  
law.

ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any  
provision contained in these Articles of Incorporation, or any  
amendment hereto, and any right conferred upon the shareholders is  
subject to this reservation.

In witness whereof, the undersigned Incorporator has executed  
these Articles of Incorporation on the date of signing.

Dated: 10/oct-22, 2001

  
\_\_\_\_\_  
Jacob D. Yogev  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
01 OCT 24 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Pursuant to the provisions of section 617.0501, 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:

AGM, INC.

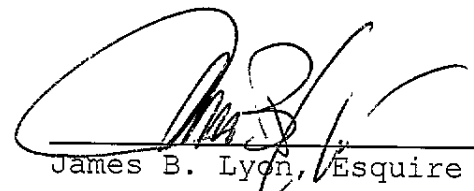
2. The name and address of the registered agent and office is:

James B. Lyon, Esq.  
1881 University Drive, Suite 206  
Coral Springs, FL 33071

  
\_\_\_\_\_  
Jacob D. Yogev, Incorporator

Date: 10/22/01

HAVING BEEN NAMED 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.

  
\_\_\_\_\_  
James B. Lyon, Esquire

DATE: 10-22-01