

DEC-05-2001 09:25

FR - ATLAS PEARLMAN, PA

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FLORIDA PROFIT CORPORATION OR P.A.

AUG ACQUISITION CORPORATION

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ARTICLES OF INCORPORATION
OF
AUG ACQUISITION CORPORATION

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: AUG ACQUISITION CORPORATION

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 1900 Corporate Blvd., Suite 305 West, Boca Raton, Florida 33431.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

BRIAN A. PEARLMAN, ESQ., FL BAR # 0157023
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, FL 33301
Phone No.: (954) 763-1200

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of capital stock, consisting of 100 shares of common stock, \$.001 par value per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Laurence S. Isaacson
1900 Corporate Blvd., Suite 305 West
Boca Raton, Florida 33431

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Laurence S. Isaacson, 1900 Corporate Blvd., Suite 305 West, Boca Raton, Florida 33431.

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ARTICLE VIII
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE IX
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing
Articles of Incorporation on December 4, 2001.


Laurence S. Isaacson, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

AUG ACQUISITION CORPORATION, a corporation existing under the laws of the State of Florida with its principal office and mailing address at 1900 Corporate Blvd., Suite 305 West, Boca Raton, Florida 33431, has named Laurence S. Isaacson whose address is 1900 Corporate Blvd., Suite 305 West, Boca Raton, Florida 33431, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

BY:


LAURENCE S. ISAACSON

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