

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.**AXG, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
AXG, INC.**

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is AXG, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Corporation shall be:

1111 Brickell Avenue, 11th Floor
Miami, FL 33131

ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of one thousand (1,000) shares of common stock, par value \$.001 per share, all of which shall be Common Stock. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address of the Corporation's initial registered office shall be 700 South Federal Highway, Suite 200, Boca Raton, Florida 33432 and the initial registered agent for the Corporation at that address shall be William Gerstein.

ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Name

Address

William Gerstein

700 South Federal Highway, Suite 200
Boca Raton, FL 33432-6128

ARTICLE VI

DIRECTORS

The following persons are designated to constitute the Board of Directors of the Corporation, to hold office for the ensuing year and until a successor is or successors are chosen and qualified (address applies to all directors):

ARMANDO A. MANN
ARMANDO MANN, JR.
SANTIAGO SUBOTOVSKY
MARCELO TAUSSEK
1111 Brickell Avenue, 11th Floor
Miami, FL 33131

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ARTICLE VII

OFFICERS

The following persons are appointed to the offices set opposite their respective names, to serve for one year and until their successors are chosen and qualify:

ARMANDO A. MANN – PRESIDENT
ARMANDO MANN, JR. – VICE PRESIDENT AND SECRETARY
SANTIAGO SUBOTOVSKY – VICE PRESIDENT AND TREASURER

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of February, 2002.



William Gerstein

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for AXG, INC. at the place designated in the 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.

DATE: February 21, 2002



William Gerstein

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