

STEVEN FRISCHER
ATTORNEY AT LAW
SUITE 305
7600 RED ROAD
South Miami, Florida 33143
TELEPHONE (305) 662-2615

July 3, 2002

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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Re: AGP, INC.

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation of AGP, INC. for filing by the Department of State in accordance with the Florida General Corporation Act.

You will also find enclosed a check payable to the Department of State in the amount of \$ 70.35 to cover the following:

Filing fee for Articles:1	\$ 35.00
Registered Agent fee	35.00
Tax on authorized shares:	<u>.35</u>
TOTAL:	\$ 70.35

Please stamp the extra copy and return to the address indicated above. I do not need a certified copy at this time.

Thanks for your cooperation in this matter. Should you have any questions or if there are any problems with this filing, please let me know.

Very truly yours,

Steven Frischer
STEVEN FRISCHER

02 SEP 23 PM 2:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS

SMITH SEP 23 2002

6898-7283
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 6, 2002

STEVEN FRISCHER
STE 305, 7600 RED RD
S MIAMI, FL 33143

SUBJECT: AGP, INC.
Ref. Number: W02000022683

We have received your document for AGP, INC. and your check(s) totaling \$70.35. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 802A00046976

ARTICLES OF INCORPORATION
OF
AGP, INC.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is: AGP, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a ONE DOLLAR (\$1.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FOURTH: The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation shall have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follows:

Registered Agent

STEVEN FRISCHER, ESQ.
7600 Red Road
Suite 305
So. Miami, FL 33143

Corporate Mailing Address

3555 South Lake Drive
Miami, FL 33155

SEVENTH: The number of directors constituting the initial board of directors is two (2).

EIGHTH: The names and post office address of the President, Vice-President, Secretary/Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's by-laws, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

DIRECTOR AND PRESIDENT:

JAMES KITCHENS
3555 South Lake Drive
Miami, FL 33155

**DIRECTOR, VICE-PRESIDENT
AND SECRETARY/TREASURER:**

EDWARD LEE
SAME ADDRESS

NINTH: The name and post office address of the incorporator is:

JAMES KITCHENS
3555 South Lake Drive
Miami, FL 33155

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the terms of the by-laws.

TWELFTH: The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals this

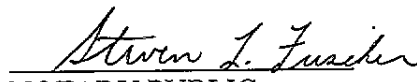
25 day of July 2002.


JAMES KITCHENS
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES KITCHENS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and he did (did not) take an Oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of July 2002.


NOTARY PUBLIC
State of Florida at Large

My commission expires:



Steven L. Frischer
MY COMMISSION # DD017928 EXPIRES
August 5, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENCY

Having been appointed the Registered Agent of AGP, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.325.

Dated this 25 day of July 2002.

By: Steven Frischer
Steven Frischer

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