

POH000108703

September 16, 2002

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

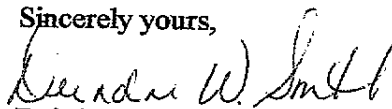
IN RE: A.G.D. UNITED, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed for the filing fee, certification and status report.

Please file the original of the enclosed Articles of Incorporation and return the certified copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely yours,



Deirdre W. Smith
17565 71st Lane North
Loxahatchee, Florida 33470

Enclosures

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
A.G.D. UNITED, INC.**

The undersigned natural persons, acting as Incorporators for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

I

Name of Corporation, Principal Office and Mailing Address

The name of this Corporation shall be A.G.D. United INC. The principal of this Corporation shall be 1740 Hammondville Road, Pompano Beach, Florida 33069. The mailing address of this Corporation shall be the same.

II

Purposes

The general nature and purposes of business to be transacted, promoted and carried on by the Corporations are as follows:

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

To do everything necessary, proper, or convenient for the accomplishment of any of the purposes set forth in these Articles, and to do every other act incidental to the corporate purposes which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

III

Shares

A. The Corporation is authorized to issue one class of stock as follows:

Common Shares. The Maximum number of voting shares this Corporation is authorized to issue is 1,000 par value \$0.01 per share, all of which shall be common shares. All common shares shall be identified with each other in every respect and the holders of common shares shall be entitled to one vote for each share in all matters on which shareholders have the right to vote.

B. The consideration to be paid for each share shall be payable in lawful money or property labor or services.

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IV
Duration

The Corporation shall have perpetual existence.

V
Registered Agent

The address of this Corporation's initial registered office is 1740 Hammondville Road, Pompano Beach, Florida 33069, and the name of its initial Registered Agent at said address is Deirdre W. Smith.

VI
Incorporator

The name and address of the Incorporator is as follows:

Deirdre W. Smith
17565 71st Lane North
Loxahatchee, Florida 33470

VII
Board of Directors

The Corporation shall have a Board of Directors consisting of two (2) persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders. The names and addresses of the initial Directors of this Corporations are:

Deirdre W. Smith
17565 71st Lane North
Loxahatchee, Florida 33470

Alonzo Smith, Jr.
17655 71st Lane North
Loxahatchee, Florida 33470

VIII
Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IX
Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

X
Indemnification

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

XI
Bylaws

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded, at a duly called regular or special meeting of the Board, by an affirmative vote of a majority of all the Board members present in person or by proxy.

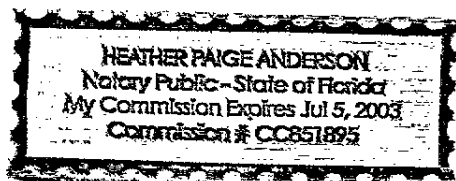
In Witness Whereof, the undersigned Incorporators have executed these Articles of Incorporation this 16th day of September 2002.

By: Deirdre W. Smith
Deirdre W. Smith

State of Florida
County of Palm Beach

The Foregoing Instrument as acknowledged before me this 16 day of September 2002 by Deirdre W. Smith after producing drivers license or known to me personally is known to be the person who executed the foregoing Articles of Incorporation, as the Incorporator, who acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal this 16th day of September 2002.




Heather Paige Anderson
Notary

**CERTIFICATE DESIGNATING PLACES OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in

Compliance with said Act:

That A.G. UNITED, INC., a Corporation for Profit, has named Deirdre W. Smith, 1740 Hammondville Road, Pompano Beach, Florida 33069, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Deirdre W. Smith

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