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FLORIDA PROFIT CORPORATION OR P.A.**ACGG, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
ACGG, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation shall be:

ACGG, INC.

Its principal place of business and/or mailing address shall be:

710 South Dixie Highway,
Coral Gables, Florida 33146

**ARTICLE II
NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV
TERMS OF EXISTENCE**

The term of this Corporation shall commence with the filing of these Articles of

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Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

ARAN CORREA & GUARCH, P.A.
710 South Dixie Highway
Coral Gables, Florida 33146

The name of the initial registered agent of this Corporation at that address shall be:
FERNANDO S. ARAN, ESQ.

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have four directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

ARTICLE VII
DIRECTORS - NAMES AND STREET ADDRESSES

The members of the first Board of Directors shall hold office until their successors have been duly elected or appointed and have qualified as such. The name and address and office, if any, in the Corporation which they hold are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Oscar A. Garcia	710 South Dixie Highway Miami, Florida 33146	President
Fernando S. Aran	710 South Dixie Highway Miami, Florida 33146	Vice President
J. M. Guarch, Jr.	710 South Dixie Highway Miami, Florida 33146	Treasurer
Danny Correa	710 South Dixie Highway Miami, Florida 33146	Secretary

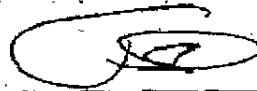
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ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Fernando S. Aran
710 South Dixie Highway
Miami, Florida 33146

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 22nd day of December, 2003.



Fernando S. Aran, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING instrument was acknowledged before me this 22nd day of December 2003, by Fernando S. Aran, who is personally known to me or who has produced the following as identification: _____ and who did/did not take an oath.



Sasha M Cohen
My Commission 00048148
Expires August 12, 2005



Notary Public, State of Florida
Name of Notary Public Typed/Printed
Commission Number
My Commission Expires:

17

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**DESIGNATION AND ACCEPTANCE****OF****REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes ACGG, INC. having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 710 South Dixie Highway, Coral Gables, Florida 33146, has named Fernando S. Aran, Esquire located thereat as its registered agent to accept service of process within this state.



Fernando S. Aran
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Fernando S. Aran
Registered Agent