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FLORIDA PROFIT CORPORATION OR P.A.

AGM INTERNATIONAL CORP.

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**ARTICLES OF INCORPORATION
OF
AGM INTERNATIONAL CORP.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is AGM International Corp. Its principal office address and business mailing address is 2525 Ponce De Leon Boulevard, Suite 400, Coral Gables, Florida 33134, Attention: Francisco J. Gonzalez, Esq..

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 2525 Ponce De Leon Boulevard, Suite 400, Coral Gables, Florida 33134, and the initial registered agent of this corporation at such office shall be Francisco J. Gonzalez, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time
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to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the initial Board of Directors is:

Name

Antonio Gijón Díaz

Address

2000 Ponce De León Boulevard
Coral Gables, Florida 33134

ARTICLE VII - INCORPORATOR

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

Name

Francisco J. Gonzalez, Esq.

Address

2525 Ponce De Leon Boulevard
Suite 400
Coral Gables, Florida 33134

Dated: September 29, 2005

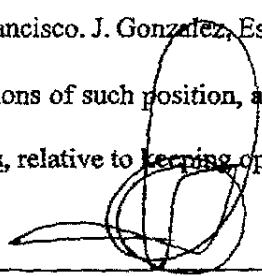


Francisco J. Gonzalez, Esq.,
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AGM International Corp., at the place designated in the Articles of Incorporation, Francisco J. Gonzalez, Esq. agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to ~~keeping~~ open such office.

Dated: September 29, 2005



Francisco J. Gonzalez, Esq.

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