

P95000030912

APRIL 14, 1995

8067 CADIZ CT. N.

ORLANDO, FLORIDA 32836

TO: DIVISION OF INCORPORATION
TALLAHASSEE, FLORIDA

500001458115
-04/17/95--01073--017
****122.50 ****122.50

DEAR MADAM,

I CALLED YOUR OFFICE YESTERDAY, AND THANK YOU VERY KINDLY FOR THE
INFORMATION AND GUIDANCE YOU GAVE ME REGARDING THE FORMATION OF A NEW
CORPORATION.

HOPEFULLY I HAVE PROVIDED YOU WITH SUFFICIENT DATA TO GET APPROVAL
FOR OUR CHARTER.

ENCLOSED IS THE CHECK AS REQUESTED IN THE AMOUNT OF \$122.50

AGAIN WE THANK YOU IN ADVANCE FOR A PROMPT RESPONSE.

I CALLED THE NUMBER YOU GAVE ME AND WAS ADVISED THE NAME WE HAD CHOSEN WAS
CLEAR AND AVAILABLE.

SINCERELY

Ed G. Yarian

ED G. YARIAN

SECRET
TALLAHASSEE, FLORIDA
APR 17 11 04 AM '95

4/20/95
ZS

Articles of Incorporation
of
A. G. COMMUNICATIONS INC.

ARTICLE I

-Name and Duration

The name of the Corporation is A. G. COMMUNICATIONS INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 8067 Cadiz Ct. N. P.O. Box 690218, Orlando, Florida 32869.

ARTICLE III

Registered Office and Agent

THE ADDRESS OF THE REGISTERED OFFICE IN THE STATE OF FLORIDA, IS 8067 Cadiz Ct. N. in the city of Orlando, County of Orange. The name of the registered agent at such address is ED G. YARIAN.

ARTICLE IV

Corporate purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purpose of the Corporation are to engage in any lawful act or activity for which Corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 75,000 shares of Common Stock (Common Stock) \$.10 par value per share.

95 APR 17 PM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Ed. G. Yarian	8067 Cadiz Ct. N. Orlando, Florida 32836

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The name and street address of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	
PEDRO R. BRUNNER M. CHAIRMAN & C.E.O.	8067 Cadiz CT.N. Orlando, Florida 32836
PEDRO JORGE BRUNNER G. PRESIDENT	8067 Cadiz Ct. N. Orlando, Florida 32836

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X
Indemnification

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

ARTICLE XI
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does swear that the facts herein stated are true; and I have accordingly signed.

Dated at Oriando, Orange county, Florida, this 14th day of April, 1995.

BY: Ed G. Yarian
Secretary

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That A. G. COMMUNICATIONS INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named ED G. YARIAN, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with §607.001, Florida Statutes.

ED G. YARIAN

By: Ed G. Yarian

Secretary

RECEIVED
95 APR 17 11 54 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA