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LAW OFFICES OF
ALVAREZ & ALVAREZ-ZANE
A Partnership of Professional Associations
10680 S.W. 13th Place, Suite 103
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Amado Alan Alvarez, P.A.
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Telephone: (305) 273-5744
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August 18, 1995

State Of Florida
Division Of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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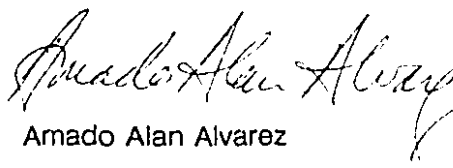
Re: A. G. CONSULTING, INC.

Dear Sir or Madam:

Enclosed is the duly executed Articles of Incorporation of IPS Window Fashions, Inc. for filing with the Department of State, as well as Check Number 3052 in the amount of One Hundred Twenty Two and 50/100 Dollars (\$ 122.50) to cover the cost for same.

Thank you for your attention and cooperation.

Very truly yours,


Amado Alan Alvarez

Encl.

cc: Alejandro E. Gata

SAB
8/24/95

FILED
FEB 20 1968
CLERK OF THE COURT
JACKSONVILLE, FLA.

**ARTICLES OF INCORPORATION
OF
A. G. CONSULTING, INC.**

The undersigned, for the purpose of forming a corporation for pecuniary profit under the provisions of Chapter 607 of the Florida Statutes, hereby makes, subscribes, acknowledges, and files the following Articles of Incorporation:

ARTICLE I - Name

The name of this corporation is **A. G. CONSULTING, INC.**

ARTICLE II - Duration and Commencement

This corporation shall have a perpetual existence, commencing on the date of the filing of these Articles by the Department of State.

ARTICLE III - Purpose

This corporation shall have the authority to engage in any lawful business authorized under the laws of the United States of America and the State of Florida, including, but not limited to, performing any and all acts whatsoever in order to implement the business purpose of this corporation.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock having a \$1.00 par value per share. These stocks shall be designated as common stocks.

ARTICLE V - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by a vote of the majority of the shareholders, but shall never be less than one. The name and address of the initial director of this corporation is: **Alejandro E. Gata, 5031 S.W. 104th Avenue, Miami, Florida 33165.**

ARTICLE VI - Initial Registered Office and Agent

The name and address of the initial registered agent and the initial registered office is: **Amado Arian Alvarez, Esquire, Law Offices of Alvarez & Alvarez-Zane, 10680 S.W. 113th Place, Suite 103, Miami, Florida 33176.**

ARTICLE VII - Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation is: **5031 S.W. 104th Avenue, Miami, Florida 33165.**

ARTICLE VIII - Bylaws

The bylaws of this corporation may be adopted, altered, amended or repealed by a majority of the shareholders.

ARTICLE IX - Indemnification

This corporation shall indemnify any officer, director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X - Incorporator

The name and address of the person signing these Articles of Incorporation is: **Alejandro E. Gata, 5031 S.W. 104th Avenue, Miami, Florida 33165.**

ARTICLE XI - Amendment

The Articles of Incorporation may be altered, amended, changed, rescinded or additional articles may be adopted by a majority vote of the shareholders of the corporation.

ARTICLE XII - Officers

The corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers, including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office at one time. Such officers shall be elected by the board of directors. The board may remove any or all of the officers from office with or without cause and at such time as the board may determine. The names, addresses and positions of the persons who will serve as the initial officers of the corporation are as follows: **Alejandro E. Gata, 5031 S.W. 104th Avenue, Miami, Florida 33165.**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 18th day of August, 1995.


ALEJANDRO E. GATA

STATE OF FLORIDA)
):
COUNTY OF DADE)

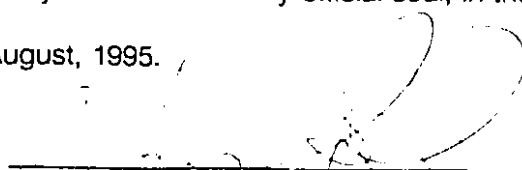
BEFORE ME, a notary public authorized in the State of and County set forth above, personally appeared **ALEJADRO E. GATA**, personally known to me to be the person described in and who, as incorporator, executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation for the purposes therein described.

IN WITNESS WHEREOF, I hereto set my hand and affix my official seal, in the State and County aforesaid, this 18th day of August, 1995.

My Commission expires:



MARIANO R GONZALEZ
My Commission CC350960
Expires Mar 29, 1998
Bonded by HAI
800-422-1555


Notary Public, State of Florida At Large

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in Article VI of these Articles of Incorporation, the undersigned person hereby agrees to act in this capacity, and further agrees to comply with the provision of all statutes relative to the proper and complete discharge of his duties.

DATED this 18th day of August, 1995.


AMADO ALAN ALVAREZ
Registered Agent