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ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

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JOHN E. MORRIS, JR. (1938-1998)
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March 18, 1996

CORPORATE RECORDS BUREAU
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

000001750850
-03/20/96--01049--010
*****70.00 *****70.00

Re: Incorporation of A & G INTERNATIONAL HOLDING CORP.

Dear Sir or Madam:

Enclosed please find the original and executed copy of the Articles of Incorporation for A & G INTERNATIONAL HOLDING CORP. Further enclosed is our trust check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee and registered agent designation. We WILL NOT require a certified copy of the Articles at this time.

Please return to our office a copy of the Articles as filed.

Thank you for your prompt attention to this matter.

Very truly yours,

ROGERS, MORRIS & ZIEGLER

Mark F. Booth

DMC
3/26/96

MFB:nmk
Encls.

FILED
96 MAR 20 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A & G INTERNATIONAL HOLDING CORP.

FILED
96 MAR 20 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is: A & G INTERNATIONAL HOLDING CORP.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock (Voting and Non-Voting Stock)

A. Class A Voting Stock:

This corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value voting stock.

B. Class B Non-Voting Stock:

This corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value non-voting stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4344 Northwest 9th Avenue, Pompano Beach, Florida, 33064; and the name of the initial registered agent of this corporation at that address is AARON B. OBLON.

Article VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

Directors:

AARON B. OBLON - President/Director
4344 Northwest 9th Avenue
Pompano Beach, Florida 33064

Article VIII - Incorporator

The name and address of the person signing these Articles of Incorporation is: AARON B. OBLON, 4344 Northwest 9th Avenue, Pompano Beach, Florida 33064.

Article IX - Indemnification

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of March, 1996.



AARON B. OBLON, Subscriber

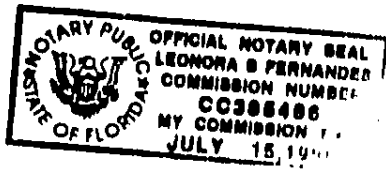
STATE OF FLORIDA)
COUNTY OF BROWARD)

Before me, a notary public, appeared AARON B. OBLON, who is personally known to me or who has produced _____, upon which I relied as identification, and being known to me to be the person described in and who executed the foregoing instrument, and acknowledged under oath to and before me that he executed said instrument for the purposes expressed therein.

WITNESS my hand and official seal on this 15th day of March, 1996.

My Commission Expires:


Notary Public, State of Florida
Print Name: LEONORA S. FERNANDEZ
Commission No.: CC385486



FILED

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

96 MAR 20 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -- THAT A & G INTERNATIONAL HOLDING CORP., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT 4344 NORTHWEST 9TH AVENUE,
POMPANO BEACH, FLORIDA 33064, HAS NAMED AARON B. OBLON LOCATED AT
4344 NORTHWEST 9TH AVENUE, POMPANO BEACH, FLORIDA 33064, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.


AARON B. OBLON

DATED: March 15, 1996.