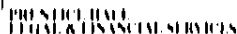


800-222-5511
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TALLAHASSEE, FLORIDA

COST LIMIT : 9 PREPAID

Suite 133
3111 Stirling Road
Fort Lauderdale, FL 33312

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EXAMINER'S INITIALS:

96 MAY -7 PM 3.03
DIVISION OF INVESTIGATION

44
5-9-96

ARTICLES OF INCORPORATION
OF
AGM TECHNOLOGIES INC.

FILED
96 MAY -7 AM 11:33
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following articles of incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is:
AGM TECHNOLOGIES INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on the date of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - INCORPORATOR(S)

The name and address of the initial incorporator(s) and subscriber hereto is as follows:

Reuben Rogatinsky
3111 Stirling Road
Suite 133
Fort Lauderdale, Florida
33312

Rachel Leikovich
264 Bney-Efraim St.,
Tel Aviv 69414
Israel

ARTICLE VII - INITIAL BOARD OF DIRECTORS

There shall be at least one (1) member of the board of directors of the corporation. The names and addresses of the parties who are to serve as director(s) until the next election are as follows:

Reuben Rogatinsky
3111 Stirling Road
Fort Lauderdale, Florida
33312

Rachel Leikovich
264 Bney-Efraim St.
Tel Aviv 69414
Israel

The board of directors shall serve for a term of one (1) year, and shall be responsible for electing the officers of the corporation. The officers of the corporation shall consist of a President, and such other offices as the board of directors may from time to time determine is appropriate in order to carry out the activities of the corporation.

ARTICLE VIII - OFFICERS

The duties of the officers of the corporation shall be fixed in the By-Laws. Officers shall be elected annually. Officers of the corporation until the next election are as follows:

Rachel Leikovich - President
264 Bney-Efraim St.
Tel Aviv 69414
Israel

Reuben Rogatinsky - Vice President
3111 Stirling Road
Suite 133
Fort Lauderdale, Florida
33312

ARTICLE VIII - PLACE OF BUSINESS

The address for the initial place of business is:

AGM TECHNOLOGIES INC.
3111 Stirling Road
Suite 133
Fort Lauderdale, Florida 33312

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of this corporation and name of the initial registered agent of this corporation is:

Samuel S. Rogatinsky, Esq.
3111 Stirling Road, Ste B133
Ft. Lauderdale, FL 33312

ARTICLE XI

We the undersigned being the original incorporators of the foregoing corporation formed under the laws of the State of Florida have executed these articles on May 2, 1996.


WITNESSES:


Signature of Witness

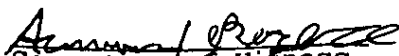

Print Name


Signature of Witness


Print Name

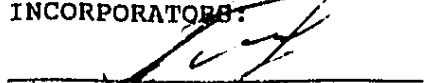

Signature of Witness



Print Name


Signature of Witness


Print Name

INCORPORATORS:


Signature of Incorporator
Rachel Leikovich


Signature of Incorporator
Reuben Rogatinsky

STATE OF FLORIDA

SS:

COUNTY OF BROWARD

The foregoing Articles of Incorporation was acknowledged before me this 2nd day of May, 1996 by Rachel Laikovich who produced a driver's license from Sonoma as identification.
No. 016505916

Stacey Janowitz
SIGNATURE OF NOTARY PUBLIC

Stacey Janowitz
PRINT NAME

MY COMMISSION EXPIRES:

STATE OF FLORIDA

SS:

COUNTY OF BROWARD



STACEY JANOWITZ
My Commission CC421003
Expires Nov. 18, 1998
Bonded by HAI
800-422-1885

The foregoing Articles of Incorporation was acknowledged before me this 2nd day of May, 1996 by Reuben Rogatinsky who produced a personally known to me as identification or is

Stacey Janowitz
SIGNATURE OF NOTARY PUBLIC

Stacey Janowitz
PRINT NAME

MY COMMISSION EXPIRES:



STACEY JANOWITZ
My Commission CC421003
Expires Nov. 18, 1998
Bonded by HAI
800-422-1885

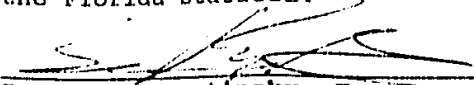
ACCEPTANCE OF REGISTERED AGENT

FILED

96 MAY -7 AM 11:33

SECRET
FALLAI: SSET, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated herein, 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, to wit: Section 607.034 and 607.037 of the Florida Statutes.



Samuel S. Rogatinsky, Esq.
3111 Stirling Road,
Fort Lauderdale, Florida 33312

DATED: May 2, 1996