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## ARTICLES OF INCORPORATION OF AGM TECHNOLOGIES INC.

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TALLARIA STRUCTURE

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 lawn 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

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

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#### 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 VIIII - PLACE OF BUSINESS

The address for the initial place of business is:

AGM TECHNOLOGIES INC. 3111 Stirling Road Suito 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; and

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Signature of Witness

Samuel Rosatinsky Print Name

1 Derre Signature of Witness

AMNON LEINOVICH. Print Name

Signature of Witness

mue/ Ru Print Name

Q Signature of Witness

Print Naile

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 Leikovich who produced a <u>different form down</u> an identification.

lacer SIGNATURE OF NOTARY PUBLT Stateer  $p_{0}$ PRINT NAME

MY COMMISSION EXPIRES:

STATE OF FLORIDA

COUNTY OF BROWARD \_\_\_\_\_

SS:

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

aco1 SIGNATURE OF NOT PUB ΛRΥ Tre o noa PRINT NAME

MY COMMISSION EXPIRES:



STACEY JANOWITZ My Commission CC421003 Expires Nov. 16, 1998 Ronded by HAI 600-422-1855

BTACEY JANOWITZ My Commission 00421003 Expires Nov. 16, 1996

Elonded by HAL

800-422-1666

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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.

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

DATED:\_\_\_May 2, 1996

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