

P960000060836

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: AGDR Enterprises Inc.
(Proposed corporate name - must include suffix)

500001898215
-07/18/96--01057--011
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: CHARLENE DEL ROSAL.
Name (printed or typed)

11248 SW 63 TERRACE
Address

MIAMI, FLA 33173
City, State & Zip

(305) 595-4878.
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 18 AM 9:24

FILED

NOTE: Please provide the original and one copy of the articles.

7-22-96
UR

ARTICLES OF INCORPORATION
OF

AGDR ENTERPRISES, INC.

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95 JUL 18 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is AGDR ENTERPRISES, INC.

ARTICLE II - DURATION

This principal place of business and mailing address of this corporation shall be;

11248 S.W. 63 TERRACE, MIAMI, FLORIDA 33173

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One (\$1.00) Dollar per value common stock. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America or property, labor or services at a valuation to be fixed by the Director.

ARTICLE IV - INITIAL REGISTERED AGENT
AND STREET ADDRESS

The street address of the initial principal office of this corporation is 11248 S.W. 63 Terrace, Miami, Florida 33173, and the name of the registered agent is Charlene M. del Rosal.

ARTICLE V - INITIAL BOARD OF DIRECTORS

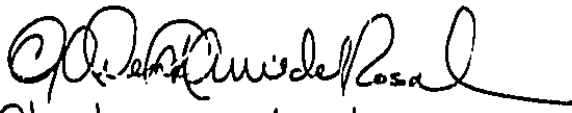
This corporation shall have three officers/directors initially. The number may be increased by the by-laws to five but shall never be less than one. The name and address of the initial director of this corporation is Charlene M. del Rosal, 11248 S.W. 63 Terrace, Miami, Fla. 33173.

ARTICLE VI - OFFICERS

This corporation shall initially have one officer consisting of a President. The number and type of officers may be changed from time to time by the bylaws, but shall never be less than one officer consisting of a President. The name and address of the officer is Charlene M. del Rosal 11248 S.W. 63 Terrace, Miami, Florida 33173.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 16th day of JULY, 1996.

Signature:


Charlene Marie del Rosal

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

AGRE Enterprises Inc.

2. The name and address of the registered agent and office is:

Charles M. del Casal
(NAME)

11248 SW 63 TERRACE
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MIAMI, FLA 33173
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

7-16-96
(DATE)