

LAW OFFICES

JERROLD W. ENGELMAN

Office:  
2901 Collins Avenue, Suite M

Mail Address:  
1461 Marsollio Drive  
Miami Beach, Florida 33141

Phone 305-864-3901  
Fax 305-866-2954  
Internet: jory1mia@gate.net

August 31, 1996

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

800001939058  
-09/04/96--01173--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: New Incorporation - AGENTS INTERNATIONAL, INC.


Dear Sir/Madam:

Enclosed for filing are the following:

1. Original Articles of Incorporation of Agents International, Inc., with attached Acceptance of Registered Agent, plus one copy.
2. Check #2333, payable to Florida Secretary of State, in the amount of \$70.00, being \$35.00 for filing fee for Articles and \$35.00 for designation of registered Agent.

Please stamp the copy of the Articles and return to me with your filing letter. Any problems with the enclosures, please contact the undersigned. Thank you.

Very truly yours,

  
Jerrold W. Engelman

JWE/fs  
V:\agents-1

FILED  
09 SEP -11 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9.9.96  
KR

ARTICLES OF INCORPORATION  
OF  
AGENTS INTERNATIONAL, INC.

RECEIVED  
SEP 14 1983  
STATE OF FLORIDA  
SECRETARY OF STATE

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AGENTS INTERNATIONAL, INC.

The address of the principal office of this corporation shall be 300 Alton Road, Suite 301, Miami Beach, FL 33139, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation. This corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE AND NO/100 DOLLARS (\$1.00) par value common stock, which shall be designated "Common Shares."

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation is: 300 Alton Road, Suite 301, Miami Beach, Florida 33139, and the name of the initial registered agent of this corporation at that address is: Georges Bourgoignie.

ARTICLE V. OFFICERS AND DIRECTORS

This corporation shall initially have one (1) officer and one (1) director. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Georges Bourgoignie  
Director and President

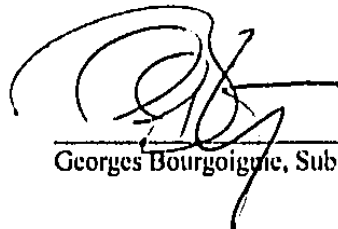
300 Alton Road, Suite 301  
Miami Beach, FL 33139

ARTICLE VI. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

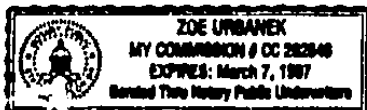
Georges Bourgoignie  
300 Alton Road, Suite 301  
Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of August, 1996.

  
\_\_\_\_\_  
Georges Bourgoignie, Subscriber

STATE OF FLORIDA )  
                                  ) SS:  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 1996, by GEORGES BOURGOIGNIE, who is personally known to me or has produced \_\_\_\_\_ as identification.



My Commission expires: 3/7/1997

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large

Zoe Urbanek  
\_\_\_\_\_  
Print Name of Notary Public  
Commission No. 262648

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

GEORGES BOURGOIGNIE, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Sections 607.0501 and 607.0505, Florida Statutes.

  
\_\_\_\_\_  
GEORGES BOURGOIGNIE

FILED  
96 SEP -4 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA