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1201 Hays Street
Tallahassee, FL 32301-2607
...222-...
...-222-0...3 FAX
800-342-8086

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 162689 7100356

AUTHORIZATION : Patricia Puzzuto

COST LIMIT : $ 70.00

ORDER DATE : November 20, 1996

ORDER TIME : 9:11 AM

ORDER NO. : 162689-005

CUSTOMER NO: 7100356

200002012332--7

CUSTOMER: Mr. Neil F. Bretan
MR. NEIL F. BRETAN

2nd Floor
2096 Chagall Circle
West Palm Beach, FL 33409

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96 NOV 22 AM 8:32
FILED
SECRETARY OF STATE

96 NOV 22 AM 10:13
RECEIVED
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: AGM MANAGEMENT INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: KR
11-25-96

ARTICLES OF INCORPORATION

OF

AGM MANAGEMENT INCORPORATED

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:

AGM MANAGEMENT INCORPORATED

The address of the principal office of this corporation shall be 1715 Village Boulevard, Suite 207, West Palm Beach, Florida 33409 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transac 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Andrew G. Merey	1715 Village Boulevard, Suite 207 West Palm Beach, Florida 33409

ARTICLE VII. INCORPORATOR

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

Corporate Agends, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on November 22, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, 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 Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

DGS

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