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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: AGA MARKETING SERVICES, INC.

AUDIT NUMBER.....H97000002873

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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EMPIRE CORPORATE KIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AGA MARKETING SERVICES, INC.

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ARTICLE I

The name of this corporation shall be AGA MARKETING SERVICES, INC.

ARTICLE II

The term of existence of the Corporation is perpetual, unless sooner dissolved according to law. The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

The purpose for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be organized to transact, and to do such other things as are incidental, necessary or desirable in order to accomplish the same.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of common stock, having a One Dollar (\$1.00) par value per share; each share having identical rights and privileges in every respect. The Corporation is authorized to hold any and all unissued stock.

Articles Prepared by:
Richard F. Joyce III, Esquire
9555 North Kendall Drive, Suite #200
Miami, FL 33176
Tel: (305) 275-8606
F.B.N. 915701

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AGA Marketing Services, Inc.

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ARTICLE V

The street address of the Corporation's principal office and mailing address is: 9929 Costa del Sol Boulevard, Miami, Florida 33178.

ARTICLE VI

The street address of the initial registered office of the Corporation is 9555 North Kendall Drive, Suite #200, Miami, Florida 33176, and the name of the initial registered agent of the Corporation at this address is: Richard P. Joyce III.

ARTICLE VII

The management and exercise of corporate powers is to be carried on by the below named shareholder of this Corporation, who is also appointed the officer of the Corporation as designated.

ANDRE G. ABBATE, JR. - President

ARTICLE VIII

The shareholder reserves the right to fix any compensation of an officer and/or agent named to carry on the business of the Corporation.

ARTICLE IX

The Corporation may indemnify and hold harmless any and all officer(s) to the full extent permitted by law.

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ARTICLE I

The Corporation shall not have a Board of Directors as permitted by Section 607.0732 of the Florida Statutes.

Any action required or permitted to be taken by an officer or shareholder(s) under any provision of law shall bind the Corporation.

ARTICLE II

The shareholder(s) of the Corporation shall adopt By-Laws for the government of this Corporation, which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholder(s) subject to the procedure set forth in the By-Laws.

ARTICLE III

The shareholder(s) of the Corporation shall include in the By-Laws or enter into an agreement for, restrictions regarding the sale, transfer or other disposition of any of the outstanding or unissued stock of the Corporation by the shareholder(s).

ARTICLE IV

The shareholder(s) expressly reserve the right to dissent to any merger.

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AGA Marketing Services, Inc.

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ARTICLE XIV

The name and address of the person signing the Articles of Incorporation is:

Andre G. Abbate, Jr., - 9929 Costa del Sol Boulevard
Miami, Florida 33178

IN WITNESS WHEREOF, these Articles of Incorporation have been
executed on February 6, 1997.


ANDRE G. ABBATE, JR.

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared,
ANDRE G. ABBATE, JR., who produced his Florida Driver's License No:
A 130-007-52-463-0 as identification and who executed the foregoing
Certificate of Incorporation of AGA MARKETING SERVICES, INC., and
he has acknowledged before me that he has executed the same for the
uses and purposes therein expressed.

SWORN TO and SUBSCRIBED before me on February 6, 1997.


Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
MARGANITA ITURBIDE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 003423
MY COMMISSION EXPI. 12-28-1998

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That AGA MARKETING SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9929 Costa del Sol Boulevard, Miami, Florida 33178, in Dade County, Florida, has named, RICHARD F. JOYCE III, located at 9555 North Kendall Drive, Suite #200, Miami, Florida 33176, as its Agent to accept service of process within Florida.
DATED: February 6, 1997.

AGA MARKETING SERVICES, INC.

By: 

ANDRE G. ABBATE, JR.
TITLE: President

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

DATED: February 6, 1997.

REGISTERED AGENT

By: 

RICHARD F. JOYCE III
9555 North Kendall Drive
Suite #200
Miami, Florida 33176
Tel: (305) 275-8606

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