

PA 7000051386

To (please print)
 Recipient's Name **B. McCartney**
 Phone No. **202-546-626**

Company **ARENT FOX KINTNER PLOTKIN KAHN**

Address **1050 CONNECTICUT AVE NW 7TH FL**
(Do NOT list FedEx location, print FedEx address here) (We Cannot Deliver to PO Boxes or PO Zip Codes)

City **WASHINGTON** State **DC** Zip **20036**
City/State/Zip PHONE #

8000 10222 11 21 13 -- 11
 +05/09/97- 01152- 001
 ***4262.50 ***131.25

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) **EFFECTIVE DATE 10-6-97**
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 97 JUN -9 AM 8:52
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Handwritten signature/initials

Examiner's Initials [Handwritten initials]

ARTICLES OF INCORPORATION
OF
AGC-SP4, INC.

FILED
97 JUN -9 AM 8 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is AGC-SP4, Inc. The address of this corporation's initial principal office is:

2601 South Bayshore Drive
Miami, Florida 33133

SECRETARY OF STATE
6-6-97

ARTICLE II: DURATION

The duration of this corporation is perpetual. The date and time of the commencement of corporate existence is 9:00 A.M. (Miami time) on June 6, 1997.

ARTICLE III: PURPOSE

The purpose of this corporation is to engage in any and all activities and businesses permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 100 shares of common stock. Such shares shall be of a single class of common stock and shall have a par value of one penny (\$.01) per share.

ARTICLE V: REGISTERED OFFICE AND AGENT

The registered agent and street address of the registered office of this corporation is:

Joel K. Goldman
2601 South Bayshore Drive
Miami, Florida 33133

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the shareholders or the board of directors as provided in the by-laws of this corporation. The following persons constitute the initial directors of

the corporation who shall serve in that capacity until such director's successor is duly elected and has qualified or such director's death, resignation or removal:

Thomas W. Jeffrey
John H. Fischer

ARTICLE VII: INITIAL OFFICERS

The following persons constitute the initial officers of the corporation, who shall serve in that capacity until such officer's successor is duly elected and has qualified or such officer's death, resignation or removal:

<u>PERSON</u>	<u>NAME</u>
President and Chief Executive Officer	Thomas W. Jeffrey
Vice President and Secretary	Joel K. Goldman
Vice President and Assistant Secretary	Marcia H. Langley
Vice President and Treasurer	John H. Fischer
Vice President, Assistant Secretary and Controller	Callis N. Carleton

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Jean M. Klaiman
1050 Connecticut Avenue, NW
Washington, DC 20036

ARTICLE VIII: BY-LAWS

The board of directors shall adopt by-laws for this corporation. The by-laws may be amended or repealed by the shareholders or board of directors in any manner permitted by the by-laws and applicable law.

ARTICLE X: AMENDMENT

The shareholders or the board of directors may amend these Articles of Incorporation in any manner now or hereafter provided for under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Incorporator has executed this instrument as of June 5, 1997.

Jean M. Klaiman
Jean M. Klaiman, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Section 607.0501 of the Florida Business Corporation Act, AGC-SP4, Inc., desiring to organize as a corporation under the laws of the State of Florida, submits the following statements designating its registered office and registered agent to accept service of process in the State of Florida:

1. The name of the corporation is:

AGC-SP4, Inc.

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

Joel K. Goldman
2601 South Bayshore Drive
Miami, Florida 33133

Date: June 6, 1997

AGC-SP4, INC.

By: Joel K. Goldman
Joel K. Goldman
Vice President

97 JUN -9 AM 8:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, and I accept the duties and obligations of Section 607.0501 of the Florida Business Corporation Act.

Dated: June 6, 1997

Joel K. Goldman
Joel K. Goldman