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Law Offices of Jorge Gaviria, P.A.

Jorge Gaviria

Telephone (305) 666-8844

Fax (305) 667-7004

9769 S. Dixie Highway  
Suite 201  
Miami, FL 33156

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

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-07/15/97--01058--011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: A & G DEVELOPMENT

Enclosed are the original ARTICLES for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$70.00, representing the fees for filing.

Thank you for your assistance in this matter.

Sincerely

JORGE GAVIRIA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUL 15 PM 2:17

6/14/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUL 15 PM 2: 17

ARTICLES OF INCORPORATION

OF

A & G DEVELOPMENT CORPORATION

In compliance with the requirements of the Florida Statute Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is A & G DEVELOPMENT CORPORATION.

ARTICLE II

The mailing address of the corporation is:  
204 WASHINGTON AVE., HOMESTEAD, FLORIDA 33030.

ARTICLE III

The maximum number of shares this corporation is authorized to issue is ONE HUNDRED (100), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The purpose of this corporation shall be to engage in business and any other general purpose authorized by Florida Statutes Chapter 607.

ARTICLE V

The initial street address of the corporation's principal office is: 204 WASHINGTON AVE., HOMESTEAD, FLORIDA 33030.

The Registered Agent for the corporation is:

DON RHODES  
204 WASHINGTON AVE.  
HOMESTEAD, FLORIDA 33030

ARTICLE VI

The initial Board of Directors shall consist of ONE members.  
The names and addresses who will serve on the initial

Board of Directors are:

DON RHODES  
204 WASHINGTON AVE.  
HOMESTEAD, FLORIDA 33030

#### ARTICLE VII

The names and addresses of the persons signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
DON RHODES 204 WASHINGTON AVE. HOMESTEAD, FLORIDA 33030	

#### ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### ARTICLE IX

##### PREEMPTIVE RIGHT

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares equals at the time of issue bears the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of the shares, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waive submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE X

##### MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special,

regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Statute 607.0820(4).

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this July 10, 1997.

Don Rhodes  
DON RHODES

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for A & G DEVELOPMENT CORPORATION, as designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.0501(3).

Don Rhodes  
Don Rhodes

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DIVISION OF CORPORATIONS  
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