CORPORATE

ACCESS, INC.

1116-D Thomasville Road . Mount Vernon Square . Taliahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

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ARTICLE IV	INITIAL REGISTERED	AGENT AND	STREET	ADDDFSS
		TIGINIAL LITATI	DINEEL	HID WESS

The name and Florida street address of the initial registered agent age:

Pocro de la farra 10, FL 32808

ARTICLE V

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

Timothy 6. Sonders 5331 breen Wluct Ct Orlondo, FL 32808

Signature/Incorporator

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Signature/Registered Agent

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ACCOUNT	NΟ		072100000032
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REFERENCE: 536037 7135588

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: September 19, 1997

ORDER TIME : 10:13 AM

ORDER NO. : 536037-005

CUSTOMER NO: 7135588

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CUSTOMER: Leo Rose, Esq

THERREL BAISDEN, P.A.

Suntrust International Center One S.e. 3rd Ave. Suite 2400

Miami, FL 33131

DOMESTIC FILING

NAME:

A.G. ELITE CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

___ CERTIFICATE OF GOOD STANDING

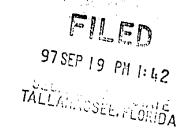
CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

SN SEP 1 9 1997.

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ARTICLES OF INCORPORATION OF A.G. ELITE CORP.



ARTICLE I

<u>Name</u>

The name of the corporation is A.G. ELITE CORP.

ARTICLE II

Duration

This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 17th day of September, 1997.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

Capital Stock

This corporation is authorized to issue FIFTY (50) shares of ONE HUNDRED AND NO/100 DOLLARS (\$100.00) par value common stock, which shall be designated "Common Shares."

ARTICLE V

Principal Office; Initial Registered Office and Agent

The street address of the initial principal office and registered office of this corporation is: c/o Therrel Baisden, P.A., SunTrust International, One Southeast 3rd Avenue, Suite 2400, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is: Leo Rose, Jr.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have ONE (1) director. The number of directors may be increased or decreased from time to time by the By-laws, but shall never be less than ONE (1). The name and address of the initial director of this corporation is Sidney Gimbel, 10155 Collins Avenue, PH 7, Bal Harbour, Florida 33154

ARTICLE VII

Incorporator

The name and address of the person signing these Articles is: Leo Rose, Jr., Esq., SunTrust International Center, One Southeast 3rd Avenue, Suite 2400, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 17th day of September, 1997.

LEO ROSE, JR., Incorporator

STATE OF FLORIDA))SS:
COUNTY OF DADE:)
- -	ument was acknowledged before me this 17th day of September, 1997, personally known to me er who has produced
	Type/Print/or Stamp Name of Notary
My Commission Expires:	
	SHIRLEY SMITH My Comm Bsp. 5/20/99 Bonded By Service Ins No. CC447022 Wronnelly Known (104mt D.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

A.G. ELITE CORP.

In pursuance of the Florida Statutes, the following is submitted, in compliance with said Act:

First--that A.G. ELITE CORP., desiring to organize under the laws of the State of Florida with its principal office at: 10155 Collins Avenue, PH 7, Bal Harbour, Florida 33154, has named Leo Rose, Jr., Esq., located at Therrel Baisden, P.A., SunTrust International Center, One Southeast

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Center, Suite 2400, Miami, Florida 33131, to accept service of process within this state.

LEO ROSE, IR

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