

OCT 30 '97 10:55AM RUIZ&COMPANY
10/30/97

P.1/4
9:22

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H9700001806214))

P9700093347

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RUIZ & CO., INC.
CONTACT: OSCAR W RUIZ
PHONE: (305)828-1277

ACCT#: 110116001462

FAX #: (305)828-6855

NAME: AMERICAN GROUP INSURANCE AGENCY, INC.

AUDIT NUMBER.....H97000018062

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

CERT. OF STATUS...1

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

10/30/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU

9:22

1. ENTER PASSWORD
2. REQUEST COR ELECTRONIC FILING
3. REQUEST COR ELECTRONIC CERTIFICATE
4. ALTER DEFAULTS FOR THIS SESSION
5. RESTORE ORIGINAL DEFAULTS
6. COR ELECTRONIC FILING INQUIRY MENU
7. UCC ELECTRONIC FILING MENU
8. PARTNERSHIP ELECTRONIC FILING MENU
9. RETURN TO MAIN MENU

--KEY--
PASSWORD/NEWPASSWORD
DOCUMENT TYPE
CORPORATE DOCUMENT NUMBER
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***
*** NO KEY ***

--- CURRENT DEFAULTS ---

ACCOUNT NAME: 110116001462

AVAILABLE BALANCE: \$21.

SUB ACCOUNT:

FAX NUMBER: (305)828-6855

METHOD OF DELIVERY: F

MAIL NAME: RUIZ & CO., INC.

MAIL ADDR1: 1665 WEST 68TH STREET

MAIL ADDR2: SUITE 206

CITY: HIALEAH

ST: FL

ZIP: 33014-0000 COUNTRY: US

ENTER SELECTION NUMBER, 1 THRU 9, A BLANK AND THE KEY (IF REQUIRED).

THE AVAILABLE BALANCE IS LESS THAN \$70.00.

10/30/97

FLORIDA

9:22

DIVISION OF CORPORATIONS
PUBLIC ACCESS

YOU MAY NOW ENTER ONE OF THE FOLLOWING DESIGNATORS TO BEGIN PROCESSIN

MENU SELECTION	DESIGNATOR
CORPORATIONS	COR
UCC/FLR LIENS	LIEN
FICTITIOUS NAMES	FIC
GEN/LLP PARTNERSHIPS	GEN

MENU SELECTION	DESIGNATOR
ELECTRONIC FILINGS	EFIL
CERTIFICATIONS	CERT
FORMS	FORM
HELP	HELP

me 10/30/97

H97000018062-4

**ARTICLES OF INCORPORATION
OF
AMERICAN GROUP INSURANCE AGENCY, INC.**

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **AMERICAN GROUP INSURANCE AGENCY, INC.**
The principal place of business of this corporation shall be: 585 East 49th Street, Ste# 20
Hialeah, Florida 33013

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: (1000) **ONE THOUSAND @ \$.10 par value per share.**

In the event that any shareholder desires to sell any part of their holdings to an individual not a signatory to this instrument, shall obtain such bona fide offers as they may desire, and report the offers in writing to the secretary, shall mark the offer which they desire to accept. The secretary shall then notify all of the signatories of the proposed offer, and any signatory shall be entitle to a right of first refusal to purchase the shares on the same terms as the accepted offer within 60 Days.

ARTICLE IV TERM OF EXISTENCE

This Corporation is to exist perpetually.

Prepared by: Ruiz & Co., P.A. Page 1
1665 W. 68 St., Ste#206
Hialeah, Florida 33014
(305) 828-1277

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FILED
OCT 30 1997
CLERK OF DISTRICT COURT
HIALEAH, FLORIDA

97 OCT 30 PM 1:45

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ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Angela Powers
585 East 49th Street, Ste#20
Hialeah, Florida 33013

ARTICLE VI AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the shareholders herein are subject to this reservation.

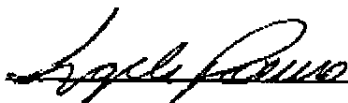
ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to this articles of incorporation is (are):

Angela Powers
585 East 49th Street, Ste# 20
Hialeah, Florida 33013

IN WITNESS WHEREOF, the undersigned Incorporator(s) has (have) executed these Articles of Incorporation this 24th, day of October, 1997.

Signature(s) of Incorporators(s)



CERTIFICATE OF DESIGNATION

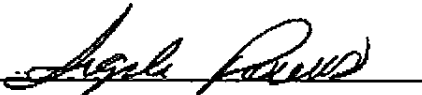
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REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **AMERICAN GROUP INSURANCE AGENCY, INC.**
2. The name and address of the registered agent and office is: **Angela Powers**
585 East 49th Street, Ste#20
Hialeah, Florida 33013

SIGNATURE



TITLE : PRESIDENT

DATE: October 24th, 1997

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 607.325, FLORIDA STATUTES.

SIGNATURE:



DATE: October 24th, 1997

FILED
97 OCT 30 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA