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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: AG-NTC, INC.

AUDIT NUMBER.....H98000007700

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

CERT. OF STATUS..1

PAGES..... 4

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**ARTICLES OF INCORPORATION OF
AG-NTC, Inc., A FLORIDA CORPORATION**

ARTICLE I: NAME AND ADDRESS OF CORPORATION

The name of this corporation is AG-NTC, Inc., a Florida corporation. The address of the initial principal office is:

2601 South Bayshore Drive
Suite 900
Miami, Florida 33133-5461

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. on April 23, 1998.

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 and the State of Florida.

ARTICLE IV: CAPITALIZATION

The aggregate number of shares which this corporation is authorized to issue is 1,000 shares. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) 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, Esq.
2601 South Bayshore Drive - 9th Floor
Miami, Florida 33133-5461

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than three or more than seven. 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 Joel K. Goldman John H. Fischer

Prepared by and Return to : Joel K. Goldman, Esq. FL Bar 854689
Atlantic Gulf Communities Corporation
2601 S. Bayshore Drive - Suite 900
Miami, Florida 33133

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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	J. Thomas Gillette, III
Vice President and Secretary	Joel K. Goldman
Vice President and Treasurer	John H. Fischer
Vice President, Assistant Secretary and Controller	Paula Cook
Vice President	John Laguardia

ARTICLE VIII: INCORPORATOR

The name and street address of the Incorporator is:

Joel K. Goldman, Esq.
c/o Atlantic Gulf Communities Corporation
2601 South Bayshore Drive, Suite 900
Miami, Florida 33133-5481

ARTICLE IX: BY-LAWS

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 The by-laws may be amended or repealed by the shareholders or directors in any manner permitted by the by-laws.

ARTICLE X: AMENDMENT

The shareholders or the 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 April 23, 1998.


Joel K. Goldman, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

1. The name of the corporation be:

AG-NTC, Inc., a Florida corporation

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

Joel K. Goldman, Esq.
2801 South Bayshore Drive
9th Floor
Miami, Florida 33133

By:


Joel K. Goldman

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