

**CORPORATE  
ACCESS,  
INC.**

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

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

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**WALK IN**

**PICK UP** 6/2/98 11:05 NT ☺

☒ **CERTIFIED COPY** \_\_\_\_\_

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\_\_\_\_\_**PHOTO COPY**\_\_\_\_\_

☒ **FILING** Articles

1.) Agel, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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**FILED**  
98 JUN -2 AM 11:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
98 JUN -2 AM 10:23  
DIVISION OF CORPORATION

P. Hall **JUN -2 1998**

(B)

**SPECIAL INSTRUCTIONS** \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

AGEE, INC.

FILED

98 JUN -2 AM 11: 44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this corporation shall be AGEE, INC.. The principal place of business and mailing address of this corporation shall be 12350 NE 6TH AVENUE, NORTH MIAMI, FLORIDA 33161.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12350 NE 6TH AVENUE, NORTH MIAMI, FLORIDA 33161 and the name of the initial registered agent of this corporation at that address is GALAL ABDRABO.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have (2) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name and address of the initial Board of Directors of this corporation is:

NAME

ADDRESS

AMR FEIALA, PRESIDENT

12350 NE 6TH AVENUE  
NORTH MIAMI, FL 33161

GALAL ABDRAHO, VICE PRESIDENT

12350 NE 6TH AVENUE  
NORTH MIAMI, FL 33161

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles are:

NAME

ADDRESS

AMR FEIALA, PRESIDENT

12350 NE 6TH AVENUE  
NORTH MIAMI, FL 33161

GALAL ABDRAHO, VICE PRESIDENT

12350 NE 6TH AVENUE  
NORTH MIAMI, FL 33161

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

  
\_\_\_\_\_  
AMR FEIALA Incorporator

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
GALAL ABDRAHO Incorporator

  
\_\_\_\_\_  
Date

STATE OF FLORIDA  
COUNTY OF DADE

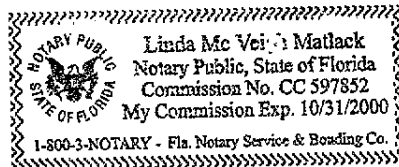
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared AMR FEIALA and GALAL ABDRABO, known to be and known by me to be the person OR produced identification

FL DRIVER'S LIC. who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation. F400-001-64-111-0 - AMR A FEIALA  
A136-293-47-369-0 GALAL MOHAMED ABDRABO

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1st day of June, 1998.

Linda Mc Veigh Matlack  
Notary Public, State of Florida At Large

My Commission Expires:



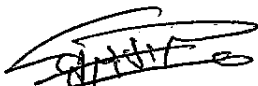
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTE, THE FOLLOWING IS SUBMITTED:

FIRST THAT AGEE, INC.,

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 12350 NE 6<sup>TH</sup> AVENUE, CITY OF NORTH MIAMI, STATE OF FLORIDA, HAS NAMED GALAL ABDRAHO, LOCATED AT 12350 NE 6<sup>TH</sup> AVENUE, CITY OF NORTH MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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



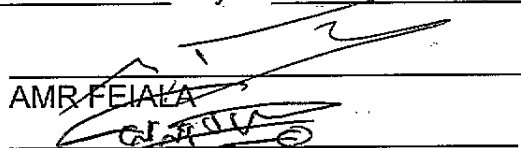
GALAL ABDRAHO  
REGISTERED AGENT

6/1/98

Date

FILED  
98 JUN -2 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1<sup>st</sup> day of June, 1998.



AMR FEIATA

GALAL ABDRAHO