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STEVEN KELLOUGH

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MIAMI, FLORIDA 33156

STEVEN KELLOUGH
MEMBER OF FLORIDA & MARYLAND BARS

IAN G. OSUR, P.A.
OF COUNSEL

December 5, 1998

P98000107999

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

RE: AG Associates, Inc.

Dear Sir or Madam:

Enclosed please find the original *Articles of Incorporation of AG Associates, Inc.* and a check in the amount of \$ 78.75 for the filing and certified copy fees. Please mail the certified copy to me at the above address.

Thank you. If you have any questions, please call me.

Sincerely,


STEVEN KELLOUGH

SK/aa

Enc.

GOSWAMI/LETTER/DIV-CORP.002

FILED
98 DEC 28 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (905) 670-1333
FAX (305) 670-7735

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*****78.75 *****78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-28736



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1998

STEVEN KELLOUGH
9100 S DADELAND BLVD PH 1
MIAMI, FL 33156

SUBJECT: AG ASSOCIATES INC.
Ref. Number: W98000028736

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for AG ASSOCIATES INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 798A00060292

ARTICLES OF INCORPORATION
OF
AG GROUP & ASSOCIATES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purposes of forming a corporation under the laws of the State of Florida.

ARTICLE I- NAME

The name of the corporation shall be **AG Group & Associates, Inc.**

ARTICLE II - DURATION

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The purpose of the corporation will be that of a company authorized to conduct business for any lawful purpose(s) to the extent permitted by Florida law including but not limited to the powers and activities described in 607.0302 and 607.0303, Fla.Stat.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

<u>No. Shares</u>	<u>Classification</u>	<u>Par Value</u>
1000	Common	\$1.00

Subject to Section 46 of the Florida Business Corporation Act, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done

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Steven Kellough, Esq.
Florida Bar No.: 226440
9100 South Dadeland Blvd.
1704 One Datan Center - PH 1
Miami, FL 33156
Phone: (305) 670-7737

without issuance of fractional shares) at the price at which it is offered by others.

ARTICLE V - ADDRESS AND REGISTERED OFFICE AND AGENT

The mailing address of the corporation is 204 Pennock Trace Drive, Jupiter, Florida 33458. The name and street address of the initial registered agent is Achal Goswami, 13495 Tournament Drive, Palm Beach Gardens, Florida 33410.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Achal Goswami, 204 Pennock Trace Drive, Jupiter, Florida 33458.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have directors as shall be determined by the by laws, but the number of which shall never be less than one (1). The number of directors may be modified from time to time thereafter in accordance with the bylaws of the corporation. The name and street address of the initial director of this corporation is Achal Goswami, 204 Pennock Trace Drive, Jupiter, Florida 33458.

ARTICLE VIII - BYLAWS

The bylaws may be altered, amended, repealed or added to by the vote of two-thirds of the Board of Directors or by a vote of a majority of the Shareholders either at a regular meeting or a special meeting called for that purpose. Any bylaws altered, amended, repealed or added by the Board of Directors may be amended, altered or replaced by the Shareholders at any duly convened meeting thereof.

ARTICLE IX - SHAREHOLDERS PROPERTY


Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the

dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE X - AMENDMENTS TO ARTICLES

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting, with not less than a two-thirds vote of the common stock issued and outstanding.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 14th day of Dec, 1998.

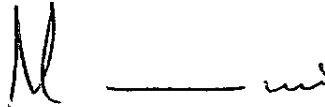


Achal Goswami

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of AG Group & Associates, Inc.

DATED this 14th day of Dec, 1998.



Achal Goswami

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA