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TRANSMITTAL LETTER

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

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-09/27/99-01090-018
*****70.00 *****70.00

ATTENTION: Ms. Carolyn Batten
Document Specialist

SUBJECT: AGE E ENTERPRISES OF SOUTH FLORIDA, INC.

Enclosed is an original and one copy of the Articles of Incorporation.
Please return to us a stamped copy of the Articles.

FROM:

Rupert Graham
18334 Homestead Avenue
Miami, FL 33157
305-252-4144

FILED
99 OCT -8 PM 3:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OB
10-2-99
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

RUPERT GRAHAM
18334 HOMESTEAD AVE.
MIAMI, FL 33157

SUBJECT: AGEE' ENTERPRISES, INC.
Ref. Number: W99000022460

We have received your document for AGEE' ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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.

I called the telephone number listed on your Transmittal Letter and the lady that answered the telephone stated that you did not live there and that she had no other telephone number as to where you could be reached.

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) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 099A00047481

ARTICLES OF INCORPORATION
OF
AGEE ENTERPRISES OF SOUTH FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: AGEE ENTERPRISES OF SOUTH FLORIDA, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The corporation may engage in any activity of business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV

The number of shares of stock that this corporation is authorized to issue shall be: one-hundred (100) shares common in one class only, each having a par value of one dollar (\$1.00) per share.

The corporation shall have the power to amend these articles at any time to provide for the different classes of stock and to provide provisions for the preferences, limitations, and relative rights in respect to the shares of each class of stock.

This corporation shall be without authority to approve any by-laws or resolution that will sell or assign any stock of this corporation to any other firm, person or corporation, except that the stock of this corporation can be sold or transferred or assigned to any of the present charter members, or to this corporation.

ARTICLE V

The principal place of business and mailing address of this corporation shall be:

18334 Homestead Avenue
Miami, FL 33157

ARTICLE VI

The initial number of corporate directors shall be at least one (1) and not more than five (5). The number of directors may be raised or lowered by amendment of the by-laws of the corporation but shall in no case be less than one.

ARTICLE VII

The name and street address of the members of the first board of directors of this corporation are as follows:

Albert A. Brady, President
18334 Homestead Avenue
Miami, FL 33157

Rupert Graham, Vice President
18334 Homestead Avenue
Miami, FL 33157

Nancy Appleby, Secretary
18334 Homestead Avenue
Miami, FL 33157

Everet Watson, Treasurer
18334 Homestead Avenue
Miami, FL 33157

ARTICLE VIII

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

Albert A. Brady, President
18334 Homestead Avenue
Miami, FL 33157

Rupert Graham, Vice President
18334 Homestead Avenue
Miami, FL 33157

Nancy Appleby, Secretary
18334 Homestead Avenue
Miami, FL 33157

Everet Watson, Treasurer
18334 Homestead Avenue
Miami, FL 33157

ARTICLE IX

The name and address of the first officers of this corporation are as follows:

Albert A. Brady, President
18334 Homestead Avenue
Miami, FL 33157

Rupert Graham, Vice President
18334 Homestead Avenue
Miami, FL 33157

Nancy Appleby, Secretary
18334 Homestead Avenue
Miami, FL 33157

Everet Watson, Treasurer
18334 Homestead Avenue
Miami, FL 33157

ARTICLE X

The name and address of the first subscribers to the capital stock of this corporation are as follows:

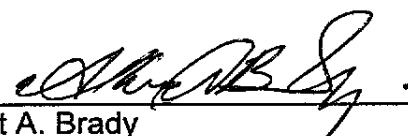
<u>Name and Address</u>	<u>Amount</u>	<u>Number of Shares</u>
Albert A. Brady 18334 Homestead Avenue Miami, FL 33157	\$ 25.00	Twenty Five (25)
Rupert Graham 18334 Homestead Avenue Miami, FL 33157	\$ 25.00	Twenty Five (25)
Nancy Appleby 18334 Homestead Avenue Miami, FL 33157	\$ 25.00	Twenty Five (25)
Everet Watson 18334 Homestead Avenue Miami, FL 33157	\$ 25.00	Twenty Five (25)


ARTICLE XI

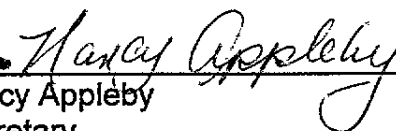
The name and address of the registered agent of this corporation is:

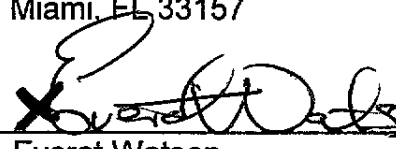
Rupert Graham, Vice President
18334 Homestead Avenue
Miami, FL 33157

The undersigned incorporators have executed these Articles of Incorporation this 23rd day of September 1999.

X 
Albert A. Brady
President
18334 Homestead Avenue
Miami, FL 33157

X 
Rupert Graham
Vice President
18334 Homestead Avenue
Miami, FL 33157

X 
Nancy Appleby
Secretary
18334 Homestead Avenue
Miami, FL 33157

X 
Everet Watson
Treasurer
18334 Homestead Avenue
Miami, FL 33157

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 : AGEE ENTERPRISES OF SOUTH FLORIDA, INC.

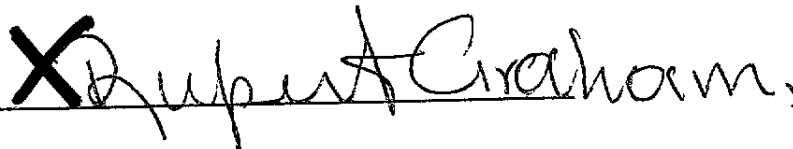
2. The name and address of the registered agent and office is:

Rupert Graham
18334 Homestead Avenue
Miami, FL 33157

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SECRETARY OF STATE
TALLAHASSEE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE: September 23, 1999
