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BASIC AMENDMENT

AAG HOLDINGS, INC.

Certificate of Status	0
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AAG HOLDINGS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of the corporation is AAG Holdings, Inc.

ARTICLE II

PRINCIPAL OFFICE

The street address and mailing address of the principal office of the corporation is 10200
N.W. 67th Street, Tamarac, Florida 33321.

ARTICLE III

AUTHORIZED SHARES

The aggregate number of shares which this corporation shall have the authority to issue consists of 26,000,000 million shares of which 25,000,000 shares are designated as Common Stock, no par value, and of which 1,000,000 shares are designated as Preferred Stock, no par value. Subject to applicable law, the Board of Directors of the corporation shall have the full authority to determine, in whole or part, the preferences, limitations and relative rights of any class of shares before the issuance of any shares of that class, or one or more series within a class before the issuance of any shares of that series.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The address of the registered office of the corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of the registered agent of the corporation at that address is CT Corporation System.

ARTICLE VI

LIMITATION ON DIRECTOR LIABILITY

The liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is hereby amended to further eliminate or limit the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

IN WITNESS WHEREOF, AAG Holdings, Inc. has caused these Amended and Restated Articles of Incorporation to be signed by a duly authorized officer this 30 day of September, 2004

AAG HOLDINGS, INC.

By: 

Name: Robert Silverstein

Title: President

**CERTIFICATE OF RESTATEMENT
OF
AAG HOLDINGS, INC.**

Pursuant to Section 607.1007(4) of the Florida Business Corporation Act (the "Act"), AAG Holdings, Inc., a Florida corporation (the "Corporation"), certifies as follows:

1. The attached Amended and Restated Articles of Incorporation of the Corporation contain amendments requiring shareholder approval. The amendments were duly approved by the shareholders of the Corporation on September 30, 2004 in accordance with the provisions of Section 607.1006 of the Act. The number of votes cast for the amendments by the shareholders was sufficient for approval.
2. The attached Amended and Restated Articles of Incorporation of the Corporation supersede the original Articles of Incorporation of the Corporation, as amended.

IN WITNESS WHEREOF, AAG Holdings, Inc. has caused this Certificate of Restatement to be executed by its duly authorized officer this 30th day of September, 2004.

AAG HOLDINGS, INC.

By: _____

Robert Silverstein
President