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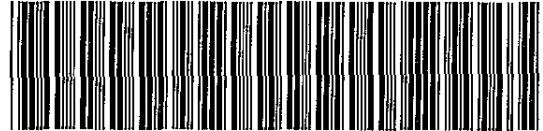
(Business Entity Name)

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REC'D
03 MAY 13 AM 11:23
DIVISION OF REGISTRATION

FILED
2003 MAY 13 PM 1:36
TALLAHASSEE FLORIDA

5/13/03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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RECEIVED BY STATE
TALLAHASSEE FLORIDA

319 North Atlantic Corp.

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: _____

Name _____ Date 5/13/03 Time 10:26

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION OF
319 NORTH ATLANTIC CORP.

2003 MAY 13 PM 1:36

DEPT OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of this corporation is 319 NORTH ATLANTIC CORP.

ARTICLE II
PURPOSE

This corporation is organized to do any and all lawful business.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to issue One Thousand Shares (1,000) of stock, at \$1.00 par value.

ARTICLE IV
INITIAL REGISTERED AGENT

The name of the initial registered agent of this corporation, together with the agent's address, is:

Hilary Langen, Esq.
112 South Hibiscus Island, Miami, FL 33139-5130.

ARTICLE V
INITIAL MAILING ADDRESS

The initial mailing address of this corporation is c/o Hilary Langen, Esq., 112 S. Hibiscus Drive, Miami, FL 33139-5130.

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The initial directors of the corporation and their addresses are:

Clemens J. Vedder
c/o Hilary Langen, Esq.
112 S. Hibiscus Drive
Miami, FL 33139-5130

J. Bruce Beattie
1753 Trotter Court
Wellington, Fla. 33414

Hilary Langen, Esq.
112 S. Hibiscus Drive
Miami, FL 33139-5130.

ARTICLE VII
INCORPORATOR

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

Hilary Langen, Esq.
112 S. Hibiscus Drive
Miami, FL 33139-5130.

ARTICLE VIII
INDEMNIFICATION

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

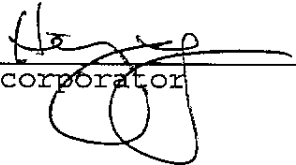
ARTICLE IX
BYLAWS

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

ARTICLE X
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual and shall commence on the date of filing by the Secretary of State.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation this 12th. day of May, 2003.



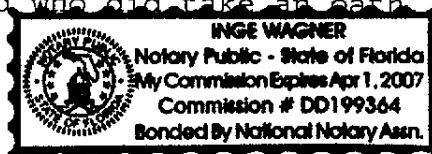
Incorporator

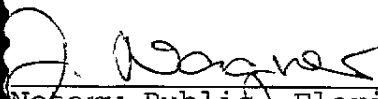
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12th. day of May, 2003 by Hilary Langen, who is:

X personally known to me; or
_____ has produced _____ as
identification and who did take an oath





Notary Public, Florida

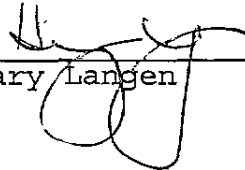
My commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as

registered agent of 319 NORTH ATLANTIC CORP.

This acceptance is dated the 12th. of May, 2003.


Hilary Langen

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STATE
TALLAHASSEE FLORIDA