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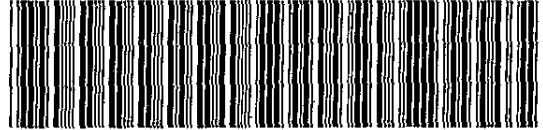
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LAW OFFICE

DAVID J. HEEKIN, P.A.

8705 PERIMETER PARK BOULEVARD, SUITE 1, JACKSONVILLE, FLORIDA 32216
TEL (904) 998-9733 TOLL (866) 998-9733
FAX (904) 998-9736

September 9, 2004

VIA UPS OVERNIGHT MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ATS HOLDINGS, INC.

Ladies and Gentlemen:

Enclosed please find for filing an original copy of the Articles of Incorporation of ATS HOLDINGS, INC.

Also enclosed is a check in the amount of \$70.00 to cover the following filing fees:

| | |
|---------------------------------|---------|
| Filing Fee | \$35.00 |
| Designation of Registered Agent | \$35.00 |
| Total | \$70.00 |

If you have any questions concerning this filing, please feel free to call my office. Thank you very much for your assistance in this matter.

Yours truly,



David J. Heekin, Esq.

Enclosures

04 SEP 10 PM 2:07
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
ATS HOLDINGS, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is **ATS HOLDINGS, INC.**

Section 1.2 Address. The principal office and mailing address of the corporation shall be 8705 Perimeter Park Boulevard, Suite 1, Jacksonville, Florida 32216.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock having a par value of \$1.00 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

FILED
SECRETARY OF STATE
JACKSONVILLE
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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 8705 Perimeter Park Boulevard, Suite 1, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is David J. Heekin, Esq.

Section 5.2 Acceptance by Registered Agent. By executing these Articles as incorporator, the registered agent hereby accepts his appointment and agrees to act in this capacity and to comply with the provisions of the Florida Statutes governing same.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the member of the first board of directors of the corporation is:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Anthony T. Sleiman | 8705 Perimeter Park Boulevard, Suite 1, Jacksonville, Florida 32216 |

Section 6.3 Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII
INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

| <u>Name</u> | <u>Address</u> |
|-----------------------|--|
| David J. Heekin, Esq. | 8705 Perimeter Park Boulevard, Suite 1, Jacksonville, Florida 32216 |

ARTICLE IX
AMENDMENT

Section 9.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 9th day of September, 2004.




David J. Heekin

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STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9th day of September, 2004, by David J. Heekin, who is personally known to me or has produced _____ as proof of identification.



Notary Public
Printed Name _____
My Commission Expires: _____

