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502

Examiner's Initials \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 19, 1997

ALESSANDRI & ALESSANDRI PA  
5121 EHRLICH ROAD STE 106B  
TAMPA, FL 33624

SUBJECT: ATLAS CONSULTING SERVICES, INC.  
Ref. Number: W9700006457

97 MAR 14 AM 11:42  
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We have received your document for ATLAS CONSULTING SERVICES, INC. and your check(s) totaling \$122.50. 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 an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 097A00013990

SECRET  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA



### **ARTICLE III**

#### **Powers of Corporation and Term of Existence**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

The Corporation shall have perpetual existence.

### **ARTICLE IV**

#### **Stock Clause**

The aggregate number of shares of stock which this Corporation shall have authority to issue is 1,000 shares of common stock (each with no par value).

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitation, if any, as may set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications or term or conditions of redemption of the stock.

**ARTICLE V**

**Bylaws and Amendment**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of director(s) at the time of such action shall be necessary to take any action for making, alteration, amendment or repeal of the Bylaws.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholder in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**ARTICLE VI**

**Subscribers, incorporators, and Directors**

The names and addresses of the Subscriber(s), Incorporator(s), and Director(s) are:

<u>Name</u>	<u>Address</u>
Kenneth W. Berger	9691 Second Street North St. Petersburg, Florida 33702
James P. Jordan	9691 Second Street North St. Petersburg, Florida 33702

## ARTICLE VII

### Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

## ARTICLE VIII

### Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- a. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- b. Reorganization, merger or consolidation of the corporation;
- c. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- d. Dissolution of the corporation;

## ARTICLE IX

### Directors

A. The business of the corporation shall be managed initially by a board of one (2) director(s). The number of directors may be, as provided in the bylaws, increased or decreased.

but shall never be less than one (2) director(s).

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for a cause by the affirmative vote of 100% of the outstanding shares of classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

## ARTICLE X

### Long Term Employment Contract

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for a period longer than one year, and any charter or bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

## ARTICLE XI

### Pre-Emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

## ARTICLE XII

### Effective Date

The date that corporate existence shall begin shall be March 1, 1997, except that if the Articles of Incorporation are not filed with the Florida Department of State within 5 business days the Corporation's business will commence upon the filing with the Florida Department of State. This election is pursuant to Florida Statute 607.167.

This effective date is requested for accounting purposes only.



**ARTICLE XIII**

**Registered Office and Registered Agent**

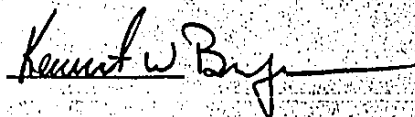
The address of the initial registered office of this corporation is 9691 Second Street North, St. Petersburg, Florida. The name of the Registered Agent of this corporation is Kenneth W. Berger at the above office address.

**ARTICLE XIV**

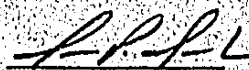
**Fiscal Year and Section 1244; Election of IRC Sub-Chapter S**

The fiscal year for this Corporation shall end on December 31. The Company elects the provision of Section 1244 and Sub Chapter S of the Internal Revenue Code of the United States of America.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated; this 20th day of March, 1997.



Kenneth W. Berger

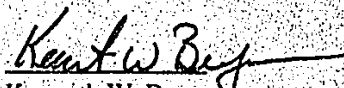


James P. Jordan



ACCEPTANCE BY REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered  
Atlas Technical Services, Inc.

  
Kenneth W. Berger

FILED  
97 MAR 14 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA