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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Atari, Inc. (Corporation Name) (Document #) 800002310798--2
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF INCORPORATION
OF
ATAVI, INC.

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

ARTICLE I
NAME

The name of the corporation shall be Atavi, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office of this corporation shall be 201 East Pine Street, Suite 350, Orlando, FL 32801.

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be limited to 1,000 shares of voting common stock, having \$1.00 par value.

ARTICLE IV
REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Martin S. Friedman, Esquire, Rose, Sundstrom & Bentley, 2548 Blainstone Pines Drive, Tallahassee, Florida 32301.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The Board of Directors of this corporation shall be comprised of one person. The name and address of the person who shall serve as the initial Board of Directors is as follows:

Judy L. Beck
201 East Pine Street, Suite 350
Orlando, Florida 32801

Gerald L. Chancellor
2360 Wassum Trail
Chuluota, Florida 32766

Michael Pocklington
201 East Pine Street, Suite 350
Orlando, Florida 32801

Jeffrey Pocklington
201 East Pine Street, Suite 350
Orlando, Florida 32801

ARTICLE V
INCORPORATOR

The name and address of the incorporator to these Article of
Incorporation is:

Martin S. Friedman
2548 Blairstone Pines Dr.
Tallahassee, FL 32301

The undersigned incorporators have executed these Articles of
Incorporation this 2nd day of October, 1997.



Martin S. Friedman

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501, 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.

The name of the corporation is Atavi, Inc.

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

Martin S. Friedman, Esquire
Rose, Sundstrom & Bentley
2548 Blairstone Pines Drive
Tallahassee, Florida 32301

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.



Martin S. Friedman

October 2, 1997

Date

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