

F05000003312

Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

MJH

From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
Account Number : 076077000521
Phone : (954) 527-2428
Fax Number : (954) 764-4996

FOREIGN PROFIT QUALIFICATION

ATM Holding Corporation

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$87.50

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 21, 2005

RUDEN, MCCLOSKY, SMITH, ET AL

SUBJECT: ATM HOLDING CORPORATION
REF: W05000019794

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

FAX Aud. #: H05000096668
Letter Number: 305A00027370

RECEIVED
05 JUN -6 PM 2:35
DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA*

1. ATM Holding Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

ATM Holding Corporation

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New York

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. March 5, 2004

(Date of incorporation)

5. perpetual

(Duration. Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 532 Broadhollow Road, Suite 144, Melville, New York 11747

(Principal office address)

(Current mailing address)

8. Any Lawful purpose

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 2731 Executive Park Drive, Suite 4

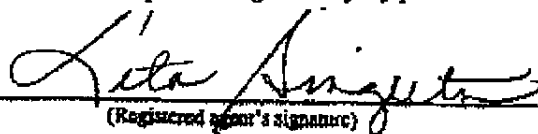
Weston, Florida 33331

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Michael Haley

Address: 101 Davison Lane, West Islip, New York 11795

Vice Chairman: Alfred Walendowski

Address: 532 Broadhollow Road, Suite 144
Melville, New York 11747

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Michael Haley

Address: 101 Davison Lane, West Islip, New York 11795

Vice President: Richard Brazel

Address: 122 Beach Avenue, Bellmore, New York 11710

Secretary: Anthony Rigole

Address: 1373 Veterans Memorial Highway, Suite 40, Hauppauge, New York 11788

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Alfred S. Walendowski, Vice President

(Typed or printed name and capacity of person signing application)

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**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of ATM HOLDING CORPORATION was filed on 03/05/2004, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 15th day of March
two thousand and five.*

Secretary of State