

L0000000006547  
Offices  
J. STEPHEN CRAWFORD, CHARTERED

28000 SPANISH WELLS BOULEVARD  
BONITA SPRINGS, FLORIDA 34135

Telephone (941) 949-1818  
Facsimile (941) 949-1822

June 1, 2000

MJH

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

700003275577--2  
-06/02/00--01102--005  
\*\*\*\*125.00 \*\*\*\*125.00

Re: Atlas-Global Capital, LLC

Gentlemen:

Enclosed please find the Articles of Organization for the above referenced limited liability company, the Acceptance of Registered Agent and a check in the amount of \$125.00.

If there are any questions regarding this filing please call the undersigned.

Sincerely,

*James S. Ward*

*for* J. Stephen Crawford

Enclosures as noted.

00 JUN -2 AM 9:17  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
**ATLAS - GLOBAL CAPITAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I  
NAME

The name of the limited liability company shall be **Atlas - Global Capital, LLC** ("Company").

ARTICLE II  
ADDRESS

The mailing address and the street address of the principal office of the Company shall be 139 Colonade Circle, Naples, Florida 34103.

ARTICLE III  
DURATION

The Company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these articles of organization.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are Euro-American Financial Services, Inc., 28000 Spanish Wells Boulevard, Bonita Springs, Florida 34135.

ARTICLE V  
ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer such member's interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of such member's interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI  
TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining member or members.

ARTICLE VII  
MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The names and address of the managing member(s) of the Company are:

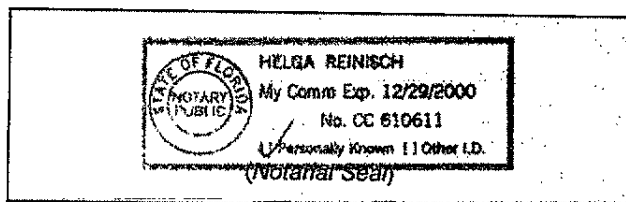
Name	Address
Manfred Wettlaufer	139 Colonade Circle Naples, Florida 34103


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Naples, Florida, on May 31, 2000.

  
\_\_\_\_\_  
Manfred Wettlaufer

State of Florida  
County of Lee

SUBSCRIBED AND SWORN TO before me on May 31<sup>st</sup>, 2000, by Manfred Wettlaufer, who is personally known to me or who produced a Florida driver's license as identification.



  
\_\_\_\_\_  
Notary Public, State of Florida  
Name:  
Commission No.:  
Expiration Date:

CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE

**ATLAS - GLOBAL CAPITAL, LLC**

Pursuant to §48.091 and §607.0501, Florida Statutes, the following is submitted:

Atlas - Global Capital, LLC, a limited liability company, desiring to organize under the laws of the State of Florida, submits the following statement in designation of its registered office and its Registered Agent within the State of Florida.

1. The name of the limited liability company is Atlas - Global Capital, LLC.
2. The name and address of the registered agent and office are:

Euro-American Financial Services, Inc.

28000 Spanish Wells Boulevard  
Bonita Springs, Florida 34135

The undersigned, being the person named in the articles of organization of Atlas - Global Capital, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accept the obligations of the position of registered agent.

**EURO-AMERICAN FINANCIAL  
SERVICES, INC.**

By: 

James W. Amburn, President

Date: 5-30 -, 2000