

Dec-23-2003 0:57pm

From: RUEN MCCLOSKEY 7FLN01H

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LIMITED LIABILITY COMPANY

ATL Holdings LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
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**ARTICLES OF ORGANIZATION
OF
ATL HOLDINGS LLC
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

1. NAME. The name of the limited liability company is ATL Holdings LLC (the "Company").
2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 50 Portland Pier, Portland, ME 04101
3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization are: NRAI Services, Inc., 526 E. Park Avenue, Tallahassee, Florida 32301.

The undersigned has executed these Articles of Organization on the 23 day of December, 2003.

ATL HOLDINGS LLC

By: _____

Thomas O. Katz
Authorized Representative

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ATL Holdings LLC.
2. The name and address of the registered agent and office is:

NRAI Services, Inc.
526 E. Park Avenue
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in its 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 obligations of my position as registered agent.

NRAI SERVICES, INC.

Michael Donovan

12/23/03
(Date)

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TALLAHASSEE, FLORIDA

APPROVED
AND
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