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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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00 APR 11 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ATLAS HOLDINGS GROUP, INC.

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ARTICLES OF INCORPORATION
OF
ATLAS HOLDINGS GROUP, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: ATLAS HOLDINGS GROUP, INC.

The principal place of business of this corporation shall be: 168 N.E. 40th Street. Miami, Fl 33137

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares no par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

REGINA M. SUAREZ
3174 Sheridan Avenue
Miami Beach Fl, 33140

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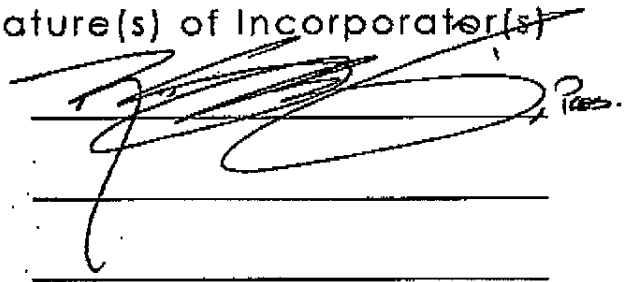
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

REGINA M. SUAREZ
3174 Sheridan Avenue
Miami Beach Fl, 33140.

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 11th day of April 2000.

Signature(s) of Incorporator(s)

A handwritten signature, likely of Regina M. Suarez, is written over three horizontal lines. The signature is stylized and cursive. To the right of the signature, there is a small handwritten mark that appears to be "Res.".

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation:

ATLAS HOLDINGS GROUP, INC.

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

REGINA M. SUAREZ 3174 Sheridan Avenue
(P.O. BOX NOT ACCEPTABLE)
Miami Beach Fl, 33137.
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

SIGNATURE [Signature]

TITLE PRES. / DIRECTOR

DATE 4-11-00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE [Signature]

DATE 4/11/2000