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June 5, 2000

FILED
00 JUN -7 PM 3:58
SECRETARY OF STATE
TALLHASSEE FLORIDA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

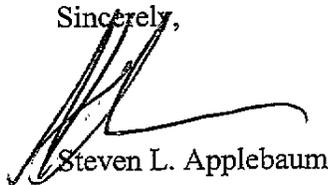
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Re: Atlas International Consulting Company, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for **Atlas International Consulting Company, Inc.**, as well as a check in the sum of \$78.75 for your fee. Please forward a certified copy of the Articles after filing to me in the enclosed self-addressed, stamped envelope. If you need anything further to file the Articles, please call me.

Sincerely,



Steven L. Applebaum

SLA/pdm

Enclosures:
Articles of Incorporation
Filing Fee
Self Addressed Envelope

S. Thompson JUN 14 2000

**Articles of Incorporation
of
Atlas International Consulting Company, Inc.**

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TALLAHASSEE FLORIDA

Article I. Corporate Name and Initial Corporate Address

The name of this corporation is **Atlas International Consulting Company, Inc.**, and the initial corporate address is 5605 Sunset Avenue, Unit B, Panama City Beach, Florida 32407.

Article II. Nature of Business and Powers

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

Article III. Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock, having no par value.

Article IV. Term of Existence

This corporation shall have perpetual existence commencing upon filing of the articles.

Article V. Registered Agent and Initial Registered Office

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Steven L. Applebaum
9108 Front Beach Road
Panama City Beach, Florida 32407

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

Article VI. Board of Directors

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

Article VII. Initial Directors

The name of the initial director of this corporation and his address is:

Michel Atlas
5605 Sunset Avenue, Unit B
Panama City Beach, Florida 32407

The person named as initial director shall hold office for the first year of existence of this corporation or until successors are elected or appointed and have qualified, whichever occurs first.

Article VIII. Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Steven L. Applebaum
9108 Front Beach Road
Panama City Beach, Florida 32408

Article IX. Preemptive Rights

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

In Witness Whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 5 day of June, 2000.



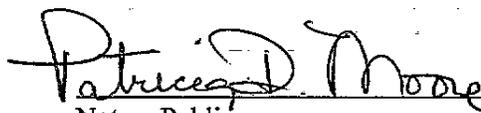
Steven L. Applebaum

State of Florida
County of Bay

Before me, a Notary Public, personally appeared **Steven L. Applebaum**, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 5 day of June, 2000, [] who was personally known to me; or [] who produced _____ as identification.



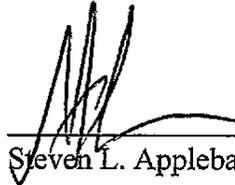
Patricia D. Moore
MY COMMISSION # CC917566 EXPIRES
April 15, 2004
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public
State of Florida at Large

Consent of Registered Agent

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.



Steven L. Applebaum

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TALLAHASSEE FLORIDA

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