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June 20, 2000

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VIA FEDERAL EXPRESS

Florida Secretary of State
409 Gaines Street
Tallahassee, Florida

Re: *Atlantis Clubs, Inc.*

Dear Sir or Madam:

Enclosed for filing with your office are the Articles of Incorporation for Atlantis Clubs, Inc., together with our firm check in the amount of \$70.00.

If you have any questions regarding the foregoing, please don't hesitate to contact this office.

Very truly yours,

Amy Recchio
Amy W. Recchio
Legal Assistant

AWR
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 22 AM 11:10

B. McKnight JUN 26 2000

**ARTICLES OF INCORPORATION OF
ATLANTIS CLUBS, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is ATLANTIS CLUBS, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 13603 Hillsborough Avenue, Tampa, Florida 33165.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Name

Rachel Vanderwiede

Address

114 Rue Des Chateaux
Tarpon Springs, FL 34689

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and until her successor has been elected and qualified, or until her earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are:

Name

Address

Rachel Vanderwiede

114 Rue Des Chateaux
Tarpon Springs, FL 34689

ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles as Incorporator are:

Name

Address


Rachel Vanderwiede

114 Rue Des Chateaux
Tarpon Springs, FL 34689

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of June, 2000.


Rachel A. Vanderwiede, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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 is Atlantis Clubs, Inc.
2. The name and address of the registered agent and office are:

Rachel A. Vanderwiede
114 Rue Des Chateaux
Tarpon Springs, FL 34689

SIGNATURE: Rachel A. Vanderwiede
TITLE: Rachel A. Vanderwiede, Incorporator

DATE: June 16, 2000

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Rachel A. Vanderwiede
Rachel A. Vanderwiede, Registered Agent

DATE: June 16, 2000