

P000000079307

SCOTT F. BARNETT

CHARTERED
ATTORNEYS & COUNSELORS AT LAW

FILED
00 AUG 16 PM 2:22
TALLAHASSEE, FLORIDA

August 14, 2000

Secretary of State
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-08/16/00--01098--006
*****70.00 *****70.00

Re: Articles of Incorporation of ATLANTES GROUP, INC.

Dear Sir/Madam:

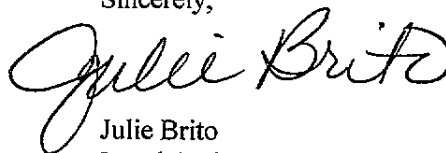
Enclosed please find the following:

1. One original and a copy of the Articles of Incorporation of the above referenced Corporation.
2. A check in the amount of \$70.00 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Incorporation and return to the undersigned a copy of the Articles of Incorporation marked filed by your office.

If you have any questions whatsoever, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Sincerely,



Julie Brito
Legal Assistant

JMB:jmb
Enclosures: Articles Of Incorporation-check
cc: Teresa D. Shiflett

ARTICLES OF INCORPORATION
of
ATLANTES GROUP, INC.

ARTICLE I
NAME OF CORPORATION

The name of this Corporation is:

ATLANTES GROUP, INC.

ARTICLE II
DURATION OF CORPORATE EXISTENCE

The duration of the Corporation shall be perpetual.

ARTICLE III
PURPOSE OF CORPORATE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000.00) shares of ONE U.S. DOLLARS (\$1.00) par value per share common stock, which shall be designated "Common Shares". Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V
PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

238 East Davis Boulevard, suite 210
Tampa, Florida 33606

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE AND AGENT

A. The name of the initial Registered Agent of this Corporation at such address is:

SCOTT F. BARNETT

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B. The street address of the initial registered office of this Corporation is:

234 East Davis Boulevard
Tampa, Florida 33606

ARTICLE VII
INCORPORATOR

A. The name of the person signing these Articles is:

SCOTT F. BARNETT

B. The address of the person signing these Articles of Incorporation is:

234 East Davis Boulevard
Tampa, Florida 33606

ARTICLE VIII
REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of August, 2000.


SCOTT F. BARNETT

STATE OF FLORIDA)

COUNTY OF HILLSBOROUGH)

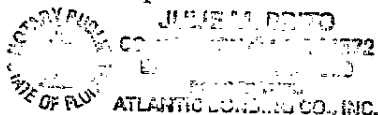
THE FOREGOING INSTRUMENT was acknowledged before me this 14 day of Aug, 2000 by SCOTT F. BARNETT, who ✓ is personally known to me or has produced as identification and did not take an oath.


Notary Public

Julie M. Brito
(Printed Name of Notary)

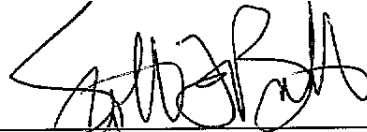
CC594572
(Serial Number, if any)

My Commission Expires:



ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for ATLANTES GROUP, INC. at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.

A handwritten signature in black ink, appearing to read 'Scott F. Barnett', written over a horizontal line.

SCOTT F. BARNETT