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Harold B. Schlenger

P.O. Box 6193
Surfside, FL 33154

(305) 899-1155

November 7, 2000

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100003462301--6
-11/14/00-D1007-015
*****78.75 *****78.75

TO WHOM IT MAY CONCERN:

Kindly find herewith a Certificate of Incorporation for:

Atlantis & Pacific Systems, Inc.

We enclose herewith a check for the sum of \$78.75 to cover the filing fees, registered agent fee and certificate of status.

An original and one copy is being submitted kindly stamp the copy filed and return to us in the enclosed stamped envelope.

Thank you for your prompt attention to this matter, we remain

Yours truly,


H.B. Schlenger

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00 NOV 13 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HBS/hw

✓ T. Burch NOV 10 2000

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Atlantis & Pacific Systems, Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

Atlantis & Pacific Systems, Inc.

The name of this corporation shall be:

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business under Florida Statute Section 607.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or

indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.014;

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 10,000,000 shares, having an individual par value of \$.0001

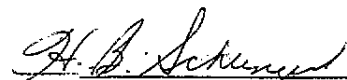
Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this corporation shall be:

H.B. Schlenger
12550 Biscayne Blvd. Suite #220
North Miami, FL 33181

ARTICLE VI



Registered Agent

The initial Board of Directors shall consist of a total of person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

H.B. Schlenger
12550 Biscayne Blvd. Suite #220
North Miami, FL 33181

ARTICLE VII

The name and address of the incorporator executing these Articles of Incorporation is:
H.B. Schlenger 12550 Biscayne Blvd. Suite#220 N. Miami, FL 33181

H.B. Schlenger 11/6/2000
Signature/Incorporator Date

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 obligations of my position as registered agent

H.B. Schlenger 11/6/2000
Signature/Registered Agent Date

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these articles of incorporation this 6th day of NOVEMBER, 2000

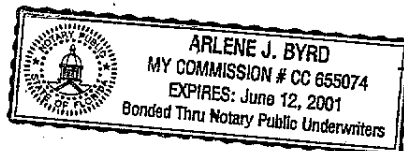
H.B. Schlenger

STATE OF FLORIDA)

COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set fourth above, personally appeared H.B. SCHLENGER known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 6 day of November, 2000



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

6/12/2001