

LAW OFFICES
GARY P. COHEN, P.A.

P000000109964

COMMONWEALTH BUILDING
FOURTH FLOOR
46 SOUTHWEST FIRST STREET
MIAMI, FLORIDA 33130-1697
TELEPHONE (305) 372-8844
FAX (305) 358-5202

November 22, 2000

FILED
08 NOV 27 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: ATLAS INSURANCE, INC.

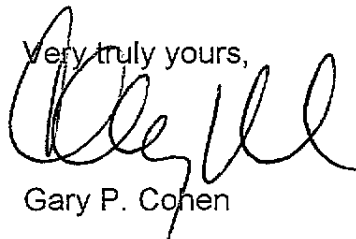
700003476747--8
-11/28/00--01021--002
****122.50 *****78.75

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation of the above referenced corporation, along with check in the amount of \$122.50 to cover filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Gary P. Cohen

GPC/jdr
Enclosures

11/29

ARTICLES OF INCORPORATION

OF

ATLAS INSURANCE, INC.

ARTICLE I.

The name of this corporation is **ATLAS INSURANCE, INC.**

ARTICLE II.

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III.

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV.

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V.

The street address of the initial registered office of this corporation and the principal address is 46 S. W. First Street, Suite 400, Miami, Florida 33130, and the name of the initial registered agent of this corporation at that address is GARY P. COHEN.

ARTICLE VI.

This corporation shall have (one) 1 director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation and of the corporation is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EDGAR N. NUNES
Fokkerweg No. 6
Willemstad, Curacao,
Netherlands Antilles

ARTICLE VII.

The name and address of the person signing these articles is **GARY P. COHEN,**
46 S. W. First Street, Suite 400, Miami, Florida 33130.

ARTICLE VIII.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX.

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X.

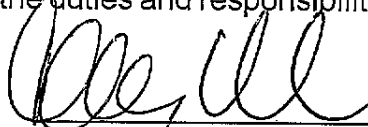
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of November, 2000.

I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.

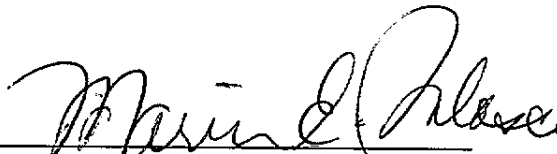


GARY P. COHEN

Subscriber and Registered Agent

STATE OF FLORIDA)
 SS.
COUNTY OF MIAMI-DADE)

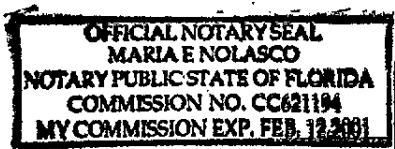
The foregoing instrument was acknowledged before me this 22 day of November, 2000, by GARY P. COHEN, who is personally known to me ~~or who has produced~~
 as identification.



NOTARY PUBLIC, State of Florida
at Large

Print Name: Maria E. Nolasco

My Commission Expires:



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00 NOV 27 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA