

PO1000003467

ERNEST MCMULLEN
2661 58TH TERRACE SO
ST.PETERSBURG, Florida 33712

December 29, 2000

Secretary of State
Corporation Division
Executive Towers
Tallahassee, FL 32304

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*****70.00 *****70.00

Dear Sir or Madam:

I plan to incorporate a business in Florida. I have enclosed a check to cover the cost/fees required to reserve a corporate name.

The following are my first, second, and third choices for the corporate name:

First choice: ATC SOLUTIONS, INC.
Second choice: NC.
Third choice: _____

If all of these names are unavailable, please notify me at the address above. Thank you for your assistance in this matter.

Sincerely,


ERNEST MCMULLEN

FILED
01 JAN -5 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 10 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
ATC SOLUTIONS, INC**

**I.
Name**

The name of the Corporation is ATC SOLUTIONS, INC, hereinafter referred to as the "Corporation."

**II.
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.
Principal Office and Registered Agent**

The principal office of the Corporation is 2661 58TH TERRACE SO, ST. PETERSBURG, Florida 33712. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is ERNEST MCMULLEN, 2661 58TH TERRACE SO, ST. PETERSBURG, Florida 33712. Having been named as registered agent and to accept services of process for the above stated corporations 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 accept my position as registered agent.

**IV.
Duration**

The duration of the Corporation shall be perpetual.

**V.
Initial Business**

The initial business of the Corporation shall be: Accounting, Income Taxes Preparations and Consulting.

VI.
Capital Stock

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 1000, each share to have a par value of \$ 1.00.

VII.
Incorporators

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>
ERNEST MCMULLEN	2661 58 TH TERRACE SO, ST. PETERSBURG, FL. 33712

VIII.
Directors

The number of directors constituting the initial Board of Directors of the Corporation is: ONE. The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
ERNEST MCMULLEN	2661 58 TH TERRACE SO, ST. PETERSBURG, FL. 33712

IX.
No Personal Liability

The private property of the stockholders shall not be subject to the payment of corporate debts.

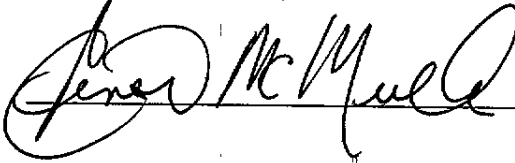
X.
Operating Provisions

The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

XI.
Fiscal Year

The fiscal year of the Corporation shall be from JANUARY to DECEMBER of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the _____ day of December 29, 2000.

A handwritten signature in cursive script, appearing to read "Ernest McMullen", is written over a horizontal line.

Register Agent/ERNEST MCMULLEN
INCORPORATOR

State of Florida

County of Pinellas

BEFORE ME, the undersigned authority, on this day personally appeared ERNEST MCNULTEN, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 2nd day of JANUARY, 2000.

Lisa Renee Gregory
Notary Public in and for the
State of Florida

My Commission Expires:



Lisa R. Gregory
MY COMMISSION # CC791811 EXPIRES
February 1, 2001
BONDED THRU TROY FAIN INSURANCE, INC

State of Florida

County of Florida

BEFORE ME, the undersigned authority, on this day personally appeared _____, known to me to be the person described in, and whose name is subscribed to the foregoing document, who on oath stated to me that he/she executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the _____ day of _____, 2000.

Notary Public in and for the
State of _____

My Commission Expires: