

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO 1000021570**  
*ATM, Inc.*

500003744925--8

-02/21/01--01029--022

\*\*\*\*\*70.00 \*\*\*\*\*70.00

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☐ Cert. Copy

☒ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

**FILED**  
01 FEB 28 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
01 FEB 21 AM 9:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**FEB 28 2001**

*W-14678*

Signature \_\_\_\_\_

Requested by: *BSO*

Name \_\_\_\_\_

Date *2/21/01*

Time *9:09*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 21, 2001

CAPITAL CONNECTION, INC.

SUBJECT: ATM, INC.  
Ref. Number: W01000004078

We have received your document for ATM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 801A00010966

*Corrected*

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
01 FEB 26 AM 11:39

Articles of Incorporation  
Of  
All That Matters, Inc.

FILED  
01 FEB 28 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

Nature and Duration  
All That Matters, Inc.

The name of the Corporation is . The duration of the Corporation is perpetual.  
The effective date upon which this Corporation shall come into existence shall be the date  
these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 4233 Sunnybrook Way  
Apt.#205 Winter Springs, FL 32708

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 4233 Sunnybrook Way, in  
the City of Winter Springs, County of Seminole. The name of the registered agent at such  
address is William Sean Shanley.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of  
the Corporation are to engage I any lawful act or activity for which  
corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the  
general and specific powers and rights granted to and conferred on a  
corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000,000 shares of common stock ("common stock") \$0.001 par value per share.

## ARTICLE VI

### Incorporator

The name and mailing address of the Incorporator of this Corporation is as follows:

Name:

Address:

William Sean Shanley  
4233 Sunnybrook Way Apt. 205  
Winter Springs, FL. 32708

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name:

Address:

William Sean Shanley  
4233 Sunnybrook Way Apt. # 205  
Winter Springs, FL 32708

## ARTICLE VIII

### Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE X

### Indemnification

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

## ARTICLE XI

### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in EFFECT from time to time, then transfers of the Corporation's common stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal

DATED this 16<sup>th</sup> day of February, 2001

By:   
William Sean Shanley

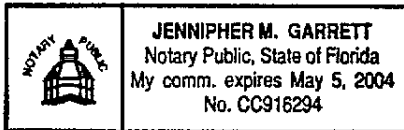
STATE OF FLORIDA )

COUNTY OF SEMINOLE )

SS.

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of February, 2001, by William Sean Shanley. His is personally known to me or has produced \_\_\_\_\_ as identification and did not take and oath.

(NOTARY SEAL)



(Notary Signature)

(Notary Name Printed)

NOTARY PUBLIC

Commission No. CC916294

## REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

All That Matters, Inc.

That desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Winter Springs, County of Seminole, State of Florida, has named William Sean Shanley, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

### ACKNOWLEDGEMENT:

Having been named to accept service of process and serve as registered agent for the above stated corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statutes relative in keeping open said office, and further states that it is familiar with Sec. 607.0501, Florida Statutes.

By:

William Sean Shanley  
William Sean Shanley

DATED : Feb. 16, 2001

611 500  
01 FEB 28 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA