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FILED

2001 APR -3 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 30, 2001

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

Dear Sir or Madam:

We enclose the original and one copy of draft Articles of Incorporation of YLC, Inc. together with a check in the amount of \$78.75

We would be very grateful if you would process the incorporation of this company at your earliest convenience.

Yours truly,



Hugh Morgan, C. A.
Incorporator

Atlas Worldwide, Inc.
2831 Ringling Blvd.
Suite D-113
Sarasota, FL 34237

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**ARTICLES OF INCORPORATION
OF
YLC, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned acting as incorporator, of a corporation under the Florida Business Corporations Act,
hereby adopts the following Articles for such corporation.

ARTICLE I

The name of the corporation shall be YLC, Inc.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The principal place of business and mailing address of the corporation shall be:

**Suite D-113, 2831 Ringling Boulevard
Sarasota, Florida 34231**

ARTICLE IV

The corporation shall have one class of stock of which there shall be one hundred thousand authorized shares having a par value of \$0.10 each.

ARTICLE V

Every shareholder shall have the right to purchase his or her pro rata share of any new stock of this corporation of the same kind, class or series as that which he or she already holds at a price, which it is offered to all other shareholders.

ARTICLE VI

The initial Registered Agent of the corporation shall be HUGH MORGAN, located at the corporation's registered office:

**Suite D-113, 2831 Ringling Boulevard
Sarasota, Florida 34231**

ARTICLE VII

The incorporator of the corporation is:
Hugh Morgan
Suite D-113, 2831 Ringling Boulevard
Sarasota, Florida 34231

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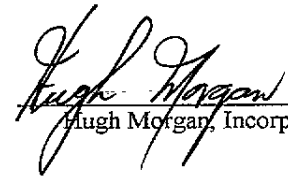
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ARTICLE VIII

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The purpose or purposes for which the corporation is organized are to engage in the purchase of share capital for investment in new or existing businesses and to engage in any activity or business permitted under the laws of the United States of America and this state.

The undersigned incorporator has executed these articles this 28th day of February, 2001


Hugh Morgan, Incorporator

**Certification of Designation
Registered Agent/Registered Office**

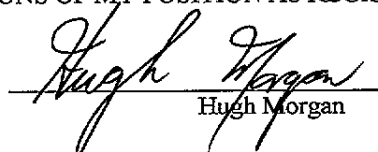
Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation organized under the laws of The State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name and address of the registered agent and office is:

Hugh Morgan

Suite D-113, 2831 Ringling Boulevard
Sarasota, Florida 34237

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.


Hugh Morgan

02/28/01
Date