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November 13, 2001

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/19/01--01081--002
****122.50 *****78.75

Gentlemen:

Enclosed please find the Articles of Incorporation for **ATLAS TRAVEL GROUP, INC.** The acceptance of designation by the Registered Agent for service of process is attached.

Please note that the effective date is January 1, 2002.

Also enclosed is my office check in the amount of \$122.50 in payment of the following fees:

Filing Articles <i>Florida Statutes</i> §607.0122(1)	\$35.00
Registered Agent <i>Florida Statutes</i> §607.0122(5)	\$35.00
Certified Copy <i>Florida Statutes</i> §607.0122(21)	\$52.50

If there is any problem with these documents as submitted, please call toll-free to 1-800-243-8529 and speak with me or Susan.

Very truly yours,

JON AGEE

JA/bj
Enclosures

ATLAS.ART

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01 NOV 19 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ATLAS TRAVEL GROUP, INC.**

These Articles of Incorporation are made and acknowledged by the undersigned Incorporator for the purpose of creating a domestic corporation for profit in accordance with §607.0202 *Florida Statutes*.

ARTICLE I

The corporate name of the corporation shall be **ATLAS TRAVEL GROUP, INC.**

ARTICLE II

The address of the principal business office of the corporation shall be 2826 East Commercial Blvd. Fort Lauderdale, Florida 33308. The mailing address shall be the same.

ARTICLE III

The corporation is organized to engage in any lawful act or activity for which corporations may be organized under the provisions of the Florida General Corporation Act. Without limitation of the foregoing, it is anticipated that the initial business of the corporation will be the operation of travel agencies.

ARTICLE IV

The amount of the total authorized capital stock of this corporation is One Thousand Dollars (\$1,000.00) divided into one thousand (1,000) shares of common stock of the same class. Each share shall have a par value equal to One Dollar (\$1.00). All shares shall confer upon the owners thereof the same rights. No preemptive rights are granted to shareholders.

Prepared by:
Jon Agee, Attorney at Law
915 Middle River Drive
Fort Lauderdale, Florida 33304
Telephone: 800-243-8529
Florida Bar No. 0096038

ARTICLE V

The name of the incorporator is James Kiser. The address of the Incorporator is 2826 East Commercial Blvd., Fort Lauderdale, Florida 33308.

ARTICLE VI

The number of Directors of the corporation shall be one (1); however, the number of Directors may be changed by amendment of the By-Laws of the corporation. Cumulative voting for Directors shall not be permitted.

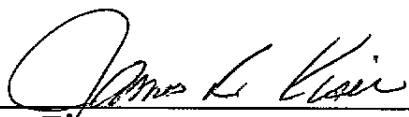
ARTICLE VII

The corporation shall have perpetual existence, which existence shall commence upon January 1, 2002.

ARTICLE VIII

The street address of the initial registered office of the corporation shall be 2826 East Commercial Blvd., Fort Lauderdale, Florida 33308. The name of the initial registered agent of the corporation at that office is James Kiser. A written acceptance of such office in accordance with §607.0501(3) *Florida Statutes* accompanies these Articles.

In witness whereof, the undersigned Incorporator has signed these Articles of Incorporation and has acknowledged such act before a Notary Public in and for the State of Florida, on this November 13, 2001.


James Kiser (SEAL)

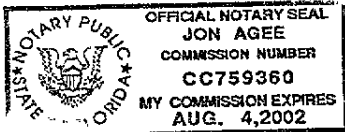
STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

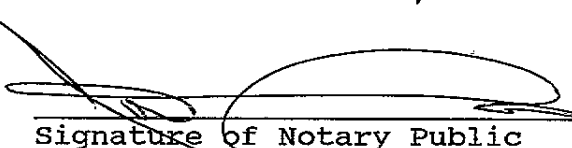
Before me personally appeared James Kiser, who is personally known to me or produced the following identification if not personally known to me:

personally known
(IF NOT PERSONALLY KNOWN, DESCRIBE THE IDENTIFICATION PRODUCED IN THE BLANK ABOVE.)
and who did not take an oath, and acknowledged to and before me that the foregoing Articles of Incorporation were executed freely

for the purposes therein expressed.

Witness my hand and official seal this November 13, 2001.




Signature of Notary Public

Printed/Typed Name of Notary Public
Commission No. _____

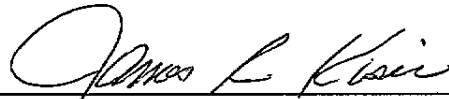
My notary commission expires: _____

The Notary Public must affix his OFFICIAL SEAL of office in the blank space to the left of the notary public signature line above, and he must state on the lines provided above his typed name, the number of his commission and the date that his notary public commission expires, unless this information is clearly shown by the notary public seal or stamp. (If the commission is for life, he should enter "FOR LIFE" on the line.)

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Notice is hereby given to the Florida Department of State in accordance with §607.0501(3) *Florida Statutes* that the undersigned, having been designated by **ATLAS TRAVEL GROUP, INC.** in its Articles of Incorporation to serve as the Registered Agent of said corporation, and being familiar with the obligations of that position, hereby makes formal acceptance of such position and the responsibilities of the Registered Agent effective simultaneously with the designation. The business office of the undersigned is identical with the registered office of the said corporation, as provided by §607.0501(1)(b)(1) *Florida Statutes*.

Dated this November 13, 2001.



James Kiser
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FL 32392