

CAPITAL CONNECTION, INC.

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

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02 FEB 18 PM 12:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Atlantis Properties Inc

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*****78.75 *****78.75

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- 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 **J. BRYAN FEB 1 8 2002**
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by *AW* _____
Name _____ Date *2/18* _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
ATALANTIS PROPERTIES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ATALANTIS PROPERTIES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all legal business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.01 par value stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 910 S.E. 17th Street, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this corporation is ACE J. BLACKBURN, JR., 2312 Wilton Drive, Fort Lauderdale, Florida 33305.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be either 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 are:

ACE J. BLACKBURN, JR.
2312 Wilton Drive
Fort Lauderdale, Florida 33305

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

ACE J. BLACKBURN, JR.
2312 Wilton Drive
Fort Lauderdale, Florida 33305

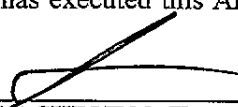
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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.

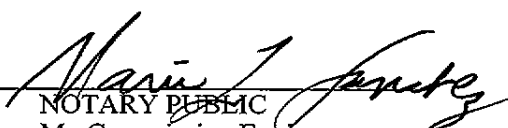
IN WITNESS WHEREOF, the undersigned incorporator has executed this Articles of Incorporation on February 18th 2002.



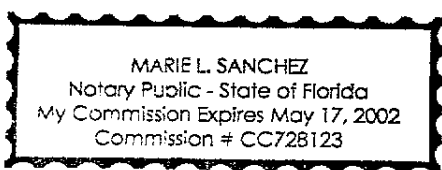
ACE J. BLACKBURN, JR.

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18th day of February, 2002 by ACE J. BLACKBURN, JR. who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC
My Commission Expires:

(Seal)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:
FIRST, THAT ATALANTIS PROPERTIES, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 910 S.E. 17TH
STREET, FORT LAUDERDALE, FLORIDA 33316, HAS NAMED ACE J. BLACKBURN, JR., 2312
WILTON DRIVE, FORT LAUDERDALE, FLORIDA 33305, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE: 
ACE J. BLACKBURN, JR.

TITLE: INCORPORATOR

DATED: February 13th, 2002

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN
THIS CAPACITY, AND I FURTHER ACCEPT TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

SIGNATURE: 
ACE J. BLACKBURN, JR.
Registered Agent

DATE: February 13th, 2002

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