CORPDIRECT AGENTS, INC. (formerly CCRS) 103 N. MERIDIAN STREET, LOWER LEVEL TALLAHASSEE, FL 32301 222-1173

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CONTACT: DATE: REF. #: CORP. NAME:	- Cindy - 0409. lele 13 - 5-13-02 ATA Designs In	HAY 13 PHIZ: 26 LAHASSIE FLORIDA
ARTICLES OF INCOME. () ANNUAL REPORT () FOREIGN QUALIFIC. () REINSTATEMENT () CERTIFICATE OF CAR () OTHER:	() TRADEMARK/SERVICE MARK	700005505877—3 -05/13/02-01044-010 *****78.75 *****78.75 () ARTICLES OF DISSOLUTION () FICTITIOUS NAME () LIMITED LIABILITY () WITHDRAWAL () UCC-3
PLEASE RETURN	N: () CERTIFICATE OF GOOD STANDING	FOR \$
Examiner's Initials		

ARTICLES OF INCORPORATION

OF

2002 MAY 13 PH 12: 26

SLUNE TALLAHASSEE FLORIDA

ATD DESIGNS, INC.

215

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act:

ARTICLE 1

NAME

The name of the corporation is ATD DESIGNS, INC. (hereinafter called the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office and the mailing address of the corporation is 3 Grove Isle, #810, Miami, Florida 33133.

ARTICLE 3

PURPOSE

The purpose for which the corporation is organized to transact any lawful business.

ARTICLE 4

AUTHORIZED SHARES

The number of shares that the Corporation is authorized to issue is:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE 5

INITIAL DIRECTORS

The name and address of the individual who is to serve as the initial director of the Corporation are:

Ana Kardonski 3 Grove Isle, #810 Miami, Florida 33133

ARTICLE 6

REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131 and the name of its initial registered agent at that office is H. Allan Shore.

ARTICLE 7

INCORPORATOR

The name of the Incorporator is H. Allan Shore and the address of the Incorporator is One S.E. Third Avenue, 28th Floor, Miami, Florida 33131.

ARTICLE 8

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify and advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE 9

SPECIAL MEETINGS OF SHAREHOLDERS

The Corporation shall hold a special meeting of shareholders only (i) on call of the Board of Directors or persons authorized to do so by the Corporation's bylaws or (ii) if the holders of not less than 50 percent of the Corporation's shares entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE 10

BYLAWS

The Board of Directors of the Corporation shall have the power to adopt, amend or repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has signed these Articles of Incorporation this 978 day of May, 2002.

H. ALLAN SHORE, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ATD DESIGNS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

H. ALLAN SHORE,

Registered Agent