

P02000064489

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000149719 5)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : REJEAN LEDUC  
Account Number : F19980000058  
Phone : (954) 457-9070  
Fax Number : (954) 457-0089

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUN 11 PM 3:23

FILED

FLORIDA PROFIT CORPORATION OR P.A.

ATOM INT'L LTD.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

mc 6/11

JUN-11-2002 07:37 FROM:USA DIRECT CORP

954 457 0089

TO:18502050381

P.002/009

Department of State 6/10/2002 7:53 PAGE 1/1

RightFAX



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 10, 2002

REJEAN LEDUC

SUBJECT: ATOM INT'L LTD.  
REF: W02000016705

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

If you have any further questions concerning your document, please call (850) 245-6904.

Freida Chesser  
Corporate Specialist  
New Filings Section

FAX Aud. #: H02000149719  
Letter Number: 802A00037925

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FAX AUDIT # H020001497195

**ARTICLES OF INCORPORATION**  
**OF**  
**ATOM INT'L INC.**

**FILED**  
**02 JUN 11 PM 3:23**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, has executed the following documents as Incorporator of the above named Corporation, a Corporation organized under the laws of the State of Florida, and all rights and obligations of the undersigned as Incorporator, and those of the Corporation, are to be determine in accordance with the laws of the State of Florida, and for said purposes, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of this Corporation shall be ATOM INT'L INC.;

**ARTICLE II**

The Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

**ARTICLE III**

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the laws of the State of Florida and engaged in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The Corporation shall also be authorized to engaged in such other business activities as may be necessary or permissible for its operation, and without limiting the preceding, the Corporation may:

1. Transact any and all lawful business;
2. Said Corporation shall furthermore have the following additional powers:

TO have perpetual succession by its corporate name;

TO sue and be sued, complain, and defend in its Corporate name in all actions or proceedings;

FAX AUDIT # H020001497195

**FAX AUDIT # H020001497195**

TO have a Corporate seal, which may be altered at the will of the Directors and to use the same by causing it, or a facsimile, to be impressed, affixed, or in any other manner reproduced;

TO purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein wherever situated;

TO sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

TO lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

TO purchase, take, receive, subscribe to, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or any interest in or obligations of, other domestic or Foreign Corporations, associations, partnerships, or individuals, for direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

TO enter into contracts and guaranties and incur liabilities, or money at such rate of interest that the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

TO lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds, so loaned or invested;

TO conduct its business, carry on its operations, and have offices and exercise the powers granted by the appropriate laws of the State of Florida governing Corporations, for the administration;

TO make donations for the public welfare or for charitable, scientific, or educational purposes;

TO pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its Directors, Officers, and Employees and for any or all of the Directors, Officers and Employees of its Subsidiaries;

TO be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

**FAX AUDIT # H020001497195**

**FAX AUDIT # H020001497195**

TO have and exercise all powers necessary to affect its purposes;

TO indemnify any person who buy reason of the fact that he or she is or was a Director, Officer, Employee or Agent of the Corporation to the full extent as permitted by Florida Law;

**ARTICLE IV**

The aggregate number of shares, which the Corporation shall have the authority to issue, is two hundred fifty thousand (500 000) shares of which 300 000 will be of Common Stock (Class "A") having a par value of \$1.00 per share, 200 000 will be of Preferred Stock (Class "B") having a par value of \$1.00 per share All such shares shall be of a single class and of equal right and power.

The rights, privileges, restrictions and conditions attaching to the said Class « A » common shares, Class « B » preferred shares are as follow :

- a. The holders of the Class « A » common shares shall be entitled to one (1) vote for each share held by them at all meetings of shareholders except meetings at which only shareholders of a specified class of shares, other than the Class "A" common shares, are entitled to vote, and they shall be entitled to notice of all meetings of shareholder of the corporation.
- b. Except as otherwise specifically provided in the Florida Business Corporation Act, the Class "B" preferred shares shall not carry any right to vote nor shall the holders thereof be entitled to notice of or to attend shareholders meetings.
- c. The Class "A" common shares and Class "B" preferred shares shall, be entitled at all times and for time to time, in the sole, absolute and unfettered discretion of the directors, to an unfixed non-cumulative dividend in any amount. Each Class "A" common share and Class "B" preferred share shall rank *pari passu* with respect to any such dividend.
- d. The Class "A" common shares and the Class "B" preferred shares shall rank *pari passu* in every other respect, and the holders of such Class "A" common shares and Class "B" preferred shares, shall be entitled to receive the remaining property of the corporation upon a dissolution.
- e. In the event that only part of the amount of the consideration received by the corporation for any share issued by the corporation is added to the stated capital account for the Class or Series of shares of which such share forms part, such share shall be deemed to have been issued for the full amount of the consideration received therefore for all purposes other than stated capital but including dividends, redemptions, purchases, liquidation and dissolution.

**FAX AUDIT # H020001497195**

**FAX AUDIT # H020001497195**

If shares of the corporation are issued in payment of a dividend, the declared amount of the dividend stated as an amount of money shall be added to the stated capital account maintained for the shares of the class or series issued in payment of the dividend.

- f. No shareholder shall be entitled to sell, transfer or otherwise dispose of any share or shares in the capital stock of the corporation, or any securities thereof, without either:
- i) the previous express sanction of the holders of the majority of the Class "A" common shares, in the capital stock of the corporation at that time and expressed by a resolution passed at a meeting of the Class "A" shareholders or by an instrument in writing signed by the holders of a majority of the Class "A" common shares in the capital stock of the corporation at that time;
  - or
  - ii) the previous express lawful sanction of the board of directors of the corporation at a duly constituted meeting of the board, or in lieu thereof the previous express sanction of the directors of the corporation as evidenced by the lawful adoption of a resolution to that effect.

**ARTICLE V**

The Initial Board of Directors shall consist of a total of 1 person whose name and address are as follows:

Name: Jean-Yves Moreschetti, President

Address: 14, Impasse du Grand Prado, Sainte-Marie, Reunion

**ARTICLE VI**

The Officers of the Corporation shall be the following individuals with their respective positions:

*President:*

Name: Jean-Yves Moreschetti

*Secretary / Treasurer:*

Name: Jean-Yves Moreschetti

**FAX AUDIT # H020001497195**

**FAX AUDIT # H020001497195**

**ARTICLE VII**

The address of the principle office of this Corporation is: 1001 North Federal Highway, Suite 201, Hallandale FL 33009 and the mailing address for the said Corporation shall be the same.

**ARTICLE VIII**

The name and street address of the incorporator of this Corporation is as follows:

Name: Jean-Yves Moreschetti, President

Address: 14, Impasse du Grand Prado, Sainte-Marie, Reunion

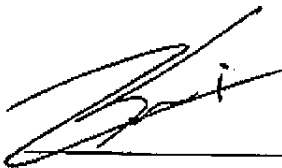
**ARTICLE IX**

Nothing in these Articles of Incorporation shall be taken to limit the power of this Corporation.

**ARTICLE X**

The effective date of this Corporation shall be the filing date of these Articles of Incorporation in accordance with the Florida Statute governing Corporations.

IN WITNESS HEREOF, the undersigned has executed these Articles of Incorporation on this 7<sup>th</sup> day of June 2002;



Jean-Yves Moreschetti

Incorporator

**FAX AUDIT # H020001497195**

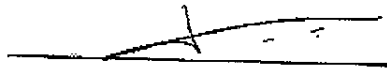
**FAX AUDIT # H020001497195**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

---

The following is submitted in compliance with the Florida Business Corporation Act:

ATOM INT'L INC. is a Corporation organized under the laws of the State of Florida, with its registered office located at: 1001 North Federal Highway, Suite 201, City of Hallandale, County of Broward, Florida 33009, and has named Mr. Eric Vigneron as agent to accept service of process within this State at the office specified in his acceptance below.



---

Eric Vigneron

Agent

**FAX AUDIT # H020001497195**

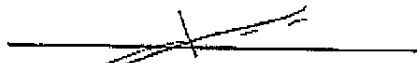


**FAX AUDIT # H020001497195**

**ACCEPTANCE:**

I hereby agree, as Registered Agent of ATOM INT'L INC., to accept Service of Process at my office located at: 1001 North Federal Highway, Suite 201, City of Hallandale, County of Broward, Florida 33009, opened during the hours prescribed by Florida Statutes;

I furthermore agree to post my name, and any other officers of said Corporation authorized to accept service or process, at the Florida designated address, in some conspicuous place in said office as required by law.



Eric Vigneron

Registered Agent

FILED  
02 JUN 11 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FAX AUDIT # H020001497195**