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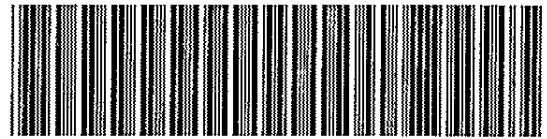
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EFFECTIVE DATE
01-01-03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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GREGORY S. FLANAGAN, P.A.

ATTORNEY AT LAW
230 NORTHEAST 25TH AVENUE
SUITE 200
OCALA, FLORIDA 34470-6632

TELEPHONE (352) 732-2773

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December 31, 2002

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

Re: **ATLANTIS AT THE SPRINGS IMPORTS CORP.**

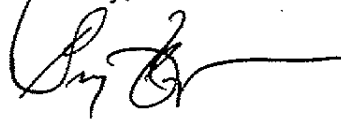
EFFECTIVE DATE
01-01-03

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of Atlantis at the Springs Imports Corp. for filing as a "for profit" corporation along with the filing fee of \$78.75 for same. Please return the "time and date stamped" copy along with the proof of filing at your earliest convenience.

Thank you for your cooperation in this matter. If you have any questions, please do not hesitate to call our office.

Sincerely,



Gregory S. Flanagan

GSF:jam

Enclosures

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ARTICLES OF INCORPORATION
OF
ATLANTIS AT THE SPRINGS IMPORTS CORP.
A Florida "For Profit" Corporation

FILED
03 JAN -3 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby submits these Articles of Incorporation in order to form a "for-profit" corporation under the laws of the State of Florida.

ARTICLE I
NAME

EFFECTIVE DATE
01-01-03

The name of the corporation is **ATLANTIS AT THE SPRINGS IMPORTS CORP.**

ARTICLE II
PRINCIPLE OFFICE & MAILING ADDRESS

The address of the principal office is: 7990 Midway Drive Terrace, Unit M103
Ocala, Florida 34472,

and the mailing address is: Post Office Box 1228
Silver Springs, Florida 34489

ARTICLE III
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation includes, but is not limited to, **retail merchandise sales**, and to provide administrative and ancillary services to that activity and any other activity of the corporation, as well as to engage in any other activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven hundred fifty (750) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than the sum of SEVEN HUNDRED FIFTY AND NO/100**Dollars (\$750.00).

ARTICLE VI
PREEMPTIVE RIGHTS

The corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants or options entitling the holders thereof to purchase from the corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par, if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants or options and the sufficiency thereof shall be conclusive.

ARTICLE VII
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII
DESIGNATION OF REGISTERED AGENT
INITIAL ADDRESS OF REGISTERED OFFICE

The initial Registered Agent is designated as **LEONARD MICHAEL SURDEY**, the Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is Post Office Box 1228, Silver Springs, Florida 34489. The Board of Directors may from time to time, without amending these Articles, move the principal office to any other address within the State of Florida.

7990 MIDWAY DR. TERR., UNIT M103
OCALA, FL. 34472

ARTICLE IX
DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

ARTICLE X
INITIAL DIRECTOR

The name and address of the member of the first Board of Directors is:

Leonard Michael Surdey
Post Office Box 1228, Silver Springs, Florida 34489

The above named Director shall hold office for the first year of existence of the corporation or until his successor(s) are elected or appointed and have qualified.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator filing these Articles of Incorporation is:

Leonard Michael Surdey
Post Office Box 1228, Silver Springs, Florida 34489

ARTICLE XII
INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was the incorporator, a director, officer or employee of the corporation, or any corporation in which he served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the corporation represented to him to be correct by the President of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.

ARTICLE XIII
BY-LAWS AND STOCKHOLDERS AGREEMENT

The stockholders, by agreement, or via the By-Laws of the corporation, may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation. Where the By-Laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this corporation, then only the stockholders of this corporation shall have the power to so adopt, amend, modify or repeal such By-Laws.

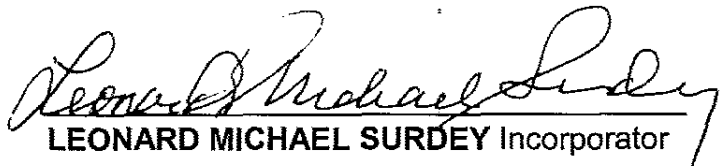
ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

ARTICLE XV
EFFECTIVE DATE OF FILING JANUARY 1, 2003

These Articles of Incorporation and the corporation hereby created shall not take effect until January 1, 2003.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set her hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31 day of December, 2002.


LEONARD MICHAEL SURDEY Incorporator

STATE OF FLORIDA}
COUNTY OF MARION}

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared **LEONARD MICHAEL SURDEY**, who produced a Florida Driver's License as identification and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 31st day of December, 2002.

NOTARY PUBLIC:

Name: Judith A. Macolino
Judith A. Macolino

State of Florida at Large

My Commission Expires:




Judith A. Macolino
MY COMMISSION # DD108906 EXPIRES
April 29, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VIII of these Articles of Incorporation, the undersigned LEONARD MICHAEL SURDEY, Registered Agent, does hereby accept the duties as Registered Agent for ATLANTIS AT THE SPRINGS IMPORTS CORP. and designates his location for service of process as:

7990 Midway Drive Terrace, Unit M103, Ocala, Florida 34472

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.


Leonard Michael Surdey

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA