

**P030000056092**

Florida Department of State  
Division of Corporations  
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## To:

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## From:

Account Name : STEARNS WEAVER MILLER, ET AL.  
Account Number : 076077002504  
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**FLORIDA PROFIT CORPORATION OR P.A.**

ATP Merger Sub, Inc.

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ARTICLES OF INCORPORATION  
OF  
ATP MERGER SUB, INC.

FILED  
03 MAY 21 AM 7:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME AND ADDRESS

The name of this corporation is ATP MERGER SUB, INC. (the "Corporation").  
The address of the principal office and the mailing address of the Corporation is 4400 Biscayne  
Boulevard, Miami, Florida 33137.

ARTICLE II  
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful  
business.

ARTICLE III  
CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue  
is One Thousand (1,000) shares of common stock, all of which are to have a par value of One Cent  
(\$0.01) per share. The Board of Directors shall fix the consideration to be received for each share.  
Such consideration shall consist of any tangible or intangible property or benefit to the Corporation,  
including cash, promissory notes, services performed or written promises to perform services and  
shall have a value, in the judgment of the directors, equivalent to or greater than the full par value  
of the shares.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of  
the initial registered agent of the Corporation at such office is:

<u>Name</u>	<u>Address</u>
David M. Seifer	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

Filed by: J. Gerstenfeld, Corp. Legal Asst.  
Stearns Weaver Miller Weissler, et al  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
T: 305-789-3545/F: 305-789-3395

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**ARTICLE V**  
**DURATION**

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State and shall continue perpetually.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall be comprised of three (3) persons. The number of directors may be increased and thereafter either increased or decreased from time to time as provided for in the Bylaws of the Corporation, but shall never be less than one. The name and address of the members of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Neil Flanzraich	4400 Biscayne Boulevard Miami, FL 33137
Thomas E. Beier	4400 Biscayne Boulevard Miami, FL 33137
Steven D. Rubin	4400 Biscayne Boulevard Miami, FL 33137

**ARTICLE VII**  
**INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
David M. Seifer	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

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ARTICLE VIII  
BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of the Corporation.

ARTICLE IX  
INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X  
AMENDMENT

The Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon the Corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 21<sup>st</sup> day of May, 2003.

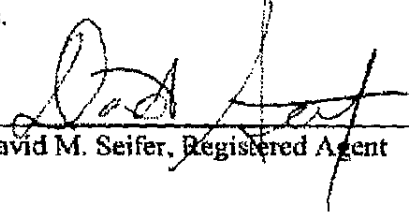
  
David M. Seifer, Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation and state that the undersigned is familiar with and accepts the obligations of Section 607.0501 of the Florida Statutes.

  
David M. Seifer, Registered Agent

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