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LAW OFFICES
FREEMAN AND BURK
236 SAN MARCO AVENUE
ST. AUGUSTINE, FLORIDA 32084

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TEL 904 829-1960
FAX 904 829-5773
E-MAIL fbllaw@aug.com

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUSAN M. BURK
LEANNA S.A. FREEMAN

VIA EXPRESS MAIL

July 10th, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Atalanta Enterprises, Inc.

Dear Sir or Madam:

Enclosed are an original and two (2) copies of the Articles of Incorporation, Certificate of Designation of Registered Agent/Registered Office and a check for \$87.50, representing the following:

| | |
|--|----------|
| Filing Fee | \$35.00, |
| Certificate of Status & Certified Copy | 17.50 |
| Registered Agent Designation | 35.00 |

For further information concerning this matter, please call me at (904) 829-1960.

Sincerely,



Leanna S.A. Freeman
For the Firm

LSAF:er
Enclosures

EFFECTIVE DATE

7/15/03

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ARTICLES OF INCORPORATION
OF
ATALANTA ENTERPRISES, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of this corporation is: Atalanta Enterprises, Inc.

ARTICLE II

The street address of the principal place of business of the corporation is: 236 San Marco Avenue, St. Augustine, Florida 32084.

ARTICLE III

The specific purpose for which the corporation is organized is: conduct real estate transactions.

ARTICLE IV

The existence of the corporation shall begin on: July 15, 2003.

ARTICLE V

The maximum number of shares this corporation is authorized to issue is 200, par value \$1.00 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI


The initial street address of the corporation's registered office is: Freeman and Burk, 236 San Marco Avenue, St. Augustine, Florida, 32084. The initial registered agent for the corporation at that address is: Leanna S.A. Freeman.

ARTICLE VII

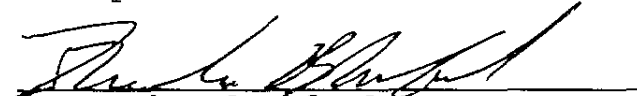
The names and street addresses of the incorporators of these articles of incorporation are:

| Names | Addresses |
|----------------------|--|
| Leanna S. A. Freeman | 236 San Marco Avenue, St. Augustine, Florida 32084 |
| Franceska Blackford | 136 Whispering Oaks Circle St. Augustine, Floirda 32080 |

The undersigned have executed these articles of incorporation

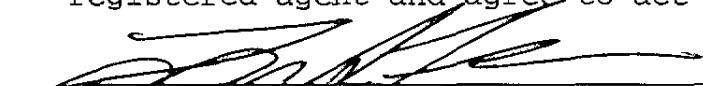

Leanna S. A. Freeman
Incorporator

7/10/03
Date


Franceska Blackford
Incorporator

7/10/03
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Leanna S.A. Freeman
Registered Agent

7/10/03
Date


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Atalanta Enterprises, Inc.
2. The name and address of the registered agent and office is:

Leanna S.A. Freeman
Freeman and Burk
236 San Marco Avenue
St. Augustine, Florida 32084

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Leanna S.A. Freeman

7/10/03

Freeman and Burk
Freeman and Burk
236 San Marco Avenue
St. Augustine, Florida 32084

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TALLAHASSEE FLORIDA

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