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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 DEC -4 AM 7:52

FILED

Gregg G. Heckley
Attorney at Law
15511 Woodfair Place
Tampa, Florida 33613
(813) 962-8092

December 3, 2003

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

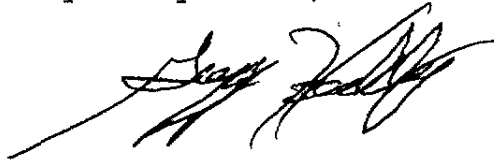
Re: ATMOSPHERE, INC.
Articles of Incorporation

Dear Sir or Madam:

Enclosed are several copies of the Articles of Incorporation for the above corporation. Please file copy with your records and return the other copies to me stamped "SECRETARY OF STATE TALLAHASSEE, FLORIDA FILED _____ (DATE)."

Also enclosed is a check in the amount of \$70.00 in payment for the filing fee to incorporate this corporation. If you have any questions, please do not hesitate to call.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Gregg Heckley', with a stylized flourish at the end.

Gregg G. Heckley, Esquire

ARTICLES OF INCORPORATION
OF
ATMOSPHERE, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The Corporation name is **ATMOSPHERE, INC.**

ARTICLE TWO

DURATION

The duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSE

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares of which the Corporation has authority to issue is 10,000, all of which shall be common shares with a par value of one dollar (\$1.00) per share.

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TALLAHASSEE, FLORIDA

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ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial Registered Office of the Corporation is 5116 State Road 674, Lot 126, Wimauma, Florida 33598, and the initial Registered Agent at such address is **KENNETH ANDREW SUMMERS, JR.**

ARTICLE SEVEN

DIRECTORS

7.01. The initial Board of Directors of the Corporation shall consist of two (2) directors.

7.02. The name and address of the first Board of Directors are:

NAME	ADDRESS
KENNETH ANDREW SUMMERS, JR.	5116 State Road 674 Lot 126 Wimauma, Florida 33598
THERESA RATHGEBER	1230 Foxwood Drive Tampa, Florida 33549

ARTICLE EIGHT

PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address is 5116 State Road 674, Lot 126, Wimauma, Florida 33598.

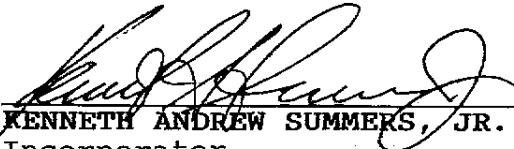
ARTICLE NINE

INCORPORATORS

The name and address of the incorporator is:

NAME	ADDRESS
KENNETH ANDREW SUMMERS, JR.	5116 State Road 674, Lot 126 Wimauma, Florida 33598

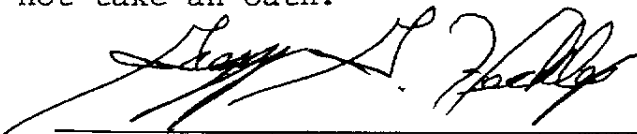
IN WITNESS WHEREOF, I have subscribed my name on this 2nd
day of December, 2003.


KENNETH ANDREW SUMMERS, JR.
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 2nd day of December, 2003,
before me a notary public authorized in the State and County
above named to take acknowledgments, personally appeared **KENNETH
ANDREW SUMMERS, JR.**, personally known to me to be the person
described in or who produced a driver's license as identification
and who executed the foregoing Articles of Incorporation, and
he acknowledged before me that he subscribed to these Articles
of Incorporation and he did not take an oath.


Notary Public

My Commission Expires: ---



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

5116 State Road 674, Lot 126

Wimauma, Florida 33598

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

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


KENNETH ANDREW SUMMERS, JR.