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FLORIDA PROFIT CORPORATION OR P.A.

atlantic trust holdings, inc.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 5, 2004

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ATLANTIC TRUST HOLDINGS, INC.
REF: W04000000138

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 registered agent and street address must be consistent wherever it appears in your document.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

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

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ARTICLES OF INCORPORATION

OF

Atlantic Trust Holdings, Inc.

ARTICLE I

CORPORATE NAME

The name of the Corporation is **Atlantic Trust Holdings, Inc.**

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

INCORPORATION

The existence of the Corporation shall commence as of the time of the filing of these Articles of Incorporation with the Secretary of State of Florida

ARTICLE IV

PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida General Corporation Act.

ARTICLE V

AUTHORIZED SHARES

The total number of shares of which the Corporation shall have the authority to issue is One Hundred (100), and the par value of each share shall be no par value.

ARTICLE VI

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**INDEMNIFICATION OF DIRECTORS,
OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

Section 1. Indemnification in Accordance with ByLaws. The Corporation shall indemnify its officers, Directors, employees and agents against liabilities, damages, settlements and expenses (including attorneys' fees) incurred in connection with the Corporations's affairs, and shall advance such expenses to any such officers, directors, employees and agents, to the full extent permitted by law, and as more particularly set forth in the Corporations's ByLaws. Such indemnification provisions of the Corporations's ByLaws may be enacted and modified from time to time by resolution of the Corporations's Board of Directors.

Section 2. Effect of Modification. Any repeal or modification of any provision of this Article by the shareholders of the Corporation shall not adversely affect any right to protection of a Director, officer, employee or agent of the Corporation existing at the time of the such repeal or modification.

Section 3. Liability Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of Corporation as a Director, officer, employee or agent to another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provision of this Article.

Section 4 No rights of Subrogation. Indemnification hereunder and under the ByLaws shall be a personal right and the Corporation shall have no liability under this Article to any insurer or any person, corporation, partnership, association, trust or other entity (other than the heirs, executors or administrators of such person) by reason of subrogation, assignment or succession by any other means to the claim of any person to indemnification hereunder or under the Corporations's Bylaws.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office in the State of Florida is 3901 N.W. 79th Avenue, Miami, Florida 33166; and the name of its initial registered agent at such address is Manuel M. Arvesu, P.A.

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one (1).

The name and address of the persons who are to serve as members of the initial Board of Directors of the Corporation is:

Annetto Martinez President 3901 N.W. 79th Ave, Ste. 105, Miami, Fl 33166

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

Manuel M. Arvesu, P.A. at 3901 N.W. 79th Ave., Ste. 105, Miami, Florida 33166

ARTICLE X

MAILING ADDRESS

The initial mailing address of the Corporation shall be:

3901 N.W. 79th Ave., Ste. 105, Miami, Florida 33166

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 08th day of January, 2003.

Signature

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

Pursuant to the Provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Agent, in the State of Florida.

The Name of the Corporation is

Atlantic Trust Holdings, Inc.

The name and address of the Registered Agent and Office is:

Manuel M. Arvesu, P.A.

3901 N.W. 79th Ave., Ste. 105, Miami, Florida 33166

Signature _____

Date _____

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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 hereby 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.

Manuel M. Arvesu

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