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UCC FILING & SEARCH SERVICES, INC. 526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

#### HOLD FOR PICKUP BY UCC SERVICES OFFICE USE ONLY

956617			
January 19, 2004			

### CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

*****	Atlar	ntis Miami Inc.
	Filing Evidence  ⊠ Plain/Confirmation Cop	Type of Document  py □ Certificate of Status
	□ Certified Copy	□ Certificate of Good Standing
		□ Articles Only
	Retrieval Request  Photocopy  Certified Copy	<ul> <li>□ All Charter Documents to Include Articles &amp; Amendments</li> <li>□ Fictitious Name Certificate</li> <li>□ Other</li> </ul>
	NEW FILINGS	AMENDMENTS
X	Profit	Amendment
	Non Profit	Resignation of RA Officer/Director
	Limited Liability	Change of Registered Agent
	Domestication	Dissolution/Withdrawal
	Other	Merger
	OTHER FILINGS	REGISTRATION/QUALIFICATION
	Annual Reports Fictitious Name	Foreign Limited Liebility
	Name Reservation	Limited Liability  Reinstatement
	Reinstatement	Trademark
		Other

## Articles Of Incorporation Of

#### ATLANTIS MIAMI INC.

# FILED 04 JAN 20 AM11: 32 SECRETARY OF STATE TALLAHASSEE FLORIDA

#### It is Hereby Certified That:

- 1. The name of the corporation is: ATLANTIS MIAMI INC.
- 2. The purposes for which the corporation is formed are:

To engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the General Corporation Law upon corporation formed thereunder, subject to any limitations contained in any statute of the State of Florida.

3. The name and address of the initial registered agent of the corporation is:

UCC FILING & SEARCH SERVICES INC., 526 EAST PARK AVE., TALLAHASSEE, FL 32301

4. The principal place of business of the corporation is:

201 South Biscayne Boulevard 28th Floor, Miami, 33131 USA

5. The mailing address of the corporation is:

201 South Biscayne Boulevard 28th Floor, Miami, 33131 USA

- 6. The aggregate number of shares which the corporation shall be authorized to issue is 1,000 with no par value.
- 7. The name and address of the incorporator is:

Frank Orlando 46 State Street 3rd Floor Albany, NY 12207

8. The corporation to exist perpetually.

IN WITNESS WHEREOF, the undersigned incorporator, being over the age of 21, has executed this certificate on the 14<sup>th</sup> day of January 2004.

Frank Orlando Incorporator

## Acceptance of Appointment as Registered Agent

#### ATLANTIS MIAMI INC.

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 am familiar with an accept the obligations of my position as registered agent as provided for in Chapter 608, F.S

Dated: January 13, 2004

UCC FILING & SEARCH SERVICES, INC.

Registered Agent