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(Requestor's Name)

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(Address)

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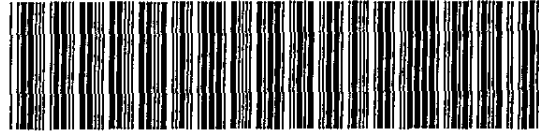
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04 JAN 26 PM 1:53
TALLAHASSEE, FLORIDA

V.P. ✓
2/4/04

TRANSMITTAL LETTER

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

SUBJECT: Atlantic Two, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input checked="" type="checkbox"/> \$78.75
Filing Fee	Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$87.50
Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: Mr. Scott Johnston
Name (Printed or typed)

880 NW 13th Street, Suite 2A
Address

Boca Raton, FL 33486

305-437-1735

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

Atlantic Two, Inc.

04 JAN 26 PM 1:53

RECEIVED
CLERK OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I
NAME and PRINCIPAL OFFICE

The name of this corporation shall be Atlantic Two, INC., and the principal place of business and mailing address of this corporation shall be:

880 NW 13th Street, Suite 2A
Boca Raton, Florida 33486

ARTICLE II
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
200,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the preemptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 880 NW 13th Street, Suite 2A, Boca Raton, FL 33486 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Scott Johnston.

ARTICLE VI
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Scott Johnston, CEO	880 NW 13 th Street, Suite 2A, Boca Raton, FL 33486
Mark Ronald Barrie, CFO	880 NW 13 th Street, Suite 2A Boca Raton, FL 33486

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is Scott Johnston, 880 NW 13th Street, Suite 2A, Boca Raton, FL 33486.

ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

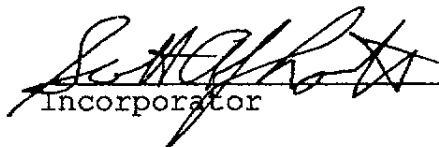
ARTICLE IX
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true, and hereunto set my hand this 22nd day of January, 2004.



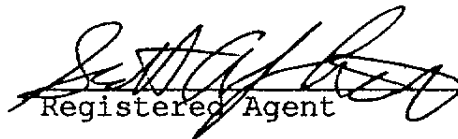
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida,
Atlantic Two, Inc., desiring to organize or qualify under the
laws of the State of Florida, with its principal place of
business at 880 NW 13th Street, Suite 2A, Boca Raton, State of
Florida, 33486, has named Scott Johnston, 880 NW 13th Street,
Suite 2A, Boca Raton, State of Florida, 33486, as its statutory
Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept
service of process for the above corporation, at the place
designated in this certificate, I hereby acknowledge that I am
familiar with the obligations imposed upon a Registered Agent by
Section 607.0505 of the Florida Statutes and I agree to accept
the same and to act as Registered Agent, and to comply with the
provisions of Florida law relative to keeping the registered
office open.



Registered Agent

DATED: This 22nd day of January, 2004.

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CLERK OF STATE
TALLAHASSEE, FLORIDA