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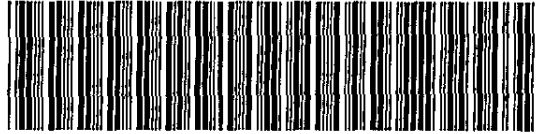
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✓

ALAN BRYCE GROSSMAN, P.A.

ATTORNEY AT LAW
312 S.E. 17th Street
Second Floor
Ft. Lauderdale, Florida 33316

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August 25, 2004

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

Re: Atemporal, Inc.

Dear Sirs:

Enclosed please find my law firm check in the amount of \$78.75 representing the fees for the incorporation of the above referenced. The payment is to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy of the Articles of Incorporation, and the \$35.00 for filing the Designation of Resident Agent.

Also enclosed is the Articles of Incorporation. Please file and return a certified copy of same back to my office.

If you have any questions, please feel free to contact my office.

Sincerely yours,

ALAN BRYCE GROSSMAN, P.A.



Alan Bryce Grossman

ABG/msl
Enclosures

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ATEMPORAL, INC.

The undersigned, the subscribers to these Article of Incorporation, are natural persons, competent to contract, and do hereby present these Articles for the formation of a corporation under the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

Atemporal, Inc.

ARTICLE II

NATURE OF BUSINESS

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall consist of One Thousand (1000) shares of common stock with a value of \$1.00 par value per share.

ARTICLE IV

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this Corporation shall begin business shall be One Thousand Dollars (\$1000.00).

ARTICLE VI

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law, said existence shall commence on the date of issuance of the Certificate of Incorporation herein by the Secretary of State of Florida.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located 9102 W. Bay Harbor Dr. #9CW, Bay Harbor, FL 33154, or at such other place of business as may be determined and fixed by the Board of Directors from time to time.

ARTICLE VIII

INDEBTEDNESS

The outstanding indebtedness of this Corporation shall be unlimited.

ARTICLE IX

DIRECTORS

The number of directors of this Corporation shall be not less than one (1) nor more than five (5) as the same may be provided for by the By-Laws of this Corporation. The By-Laws may provide for an increased or decreased number of directors, or change thereof.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the By-Laws and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are chosen and elected, are as follows:

<u>Name</u>	<u>Address</u>
Lewis Krongold	3500 Galt Ocean Drive Unit 603 Fort Lauderdale, FL 33308
Christine Forrest	9102 W. Bay Harbor Dr. #9CW Bay Harbor, FL 33154

ARTICLE X

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 officers 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 he 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 or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other Corporation or not so interested.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Article of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of this Corporation is Alan Bryce Grossman, Esq., 312 S.E. 17th Street, Second Floor, Fort Lauderdale, Florida, 33316.

ARTICLE XII

REGISTERED AGENT

Alan Bryce Grossman, Esq. is hereby designated as Registered Agent of the Corporation at 312 S.E. 17th Street, Second Floor, Ft. Lauderdale, Florida, 33316.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation for the uses and purposes therein stated.



Alan Bryce Grossman

ACCEPTANCE OF REGISTERED AGENT

I, Alan Bryce Grossman, have been designated as the registered agent for said corporation and I am familiar with and accept the duties and responsibilities of registered agent.



Alan Bryce Grossman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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