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☐ PICK-UP    ☐ WAIT    ☐ MAIL

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(Business Entity Name)

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(Document Number)

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APPROVED  
AND  
FILED

NOV 11 2004  
11:07 PM 2:58  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

1B 12-28  
W04.41304

**Birch Street Communications, Inc.**  
**7420 East Quincy Avenue, # 401**  
**Denver, Colorado 80237**

December 4, 2004

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: Atlas Corporation Changed To Salta Capital, Inc.  
Original Ref. Number: W04000041304

Dear Department of State:

Enclosed for filing are an original and one copy of the Articles of Incorporation for Salta Capital, Inc. per your letter of November 10, 2004.

We enclose your letter of November 10 to reference your previous receipt of the \$87.50 filing fee.

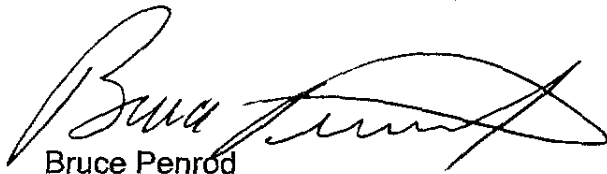
Thank you for your help in processing this paperwork.

Please return certified copies of incorporation as requested and the receipt for fees paid to the undersigned in care of:

**Bruce Penrod**  
**Birch Street Communications, Inc.**  
**7420 East Quincy Avenue, # 401**  
**Denver, Colorado 80237**  
**(303) 694-6213**

Thank you,

Birch Street Communications, Inc.



Bruce Penrod



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

November 10, 2004

BRUCE PENROD  
7420 E QUINCY AVE \$401  
DENVER, CO 80237

SUBJECT: ATLAS CORPORATION  
Ref. Number: W04000041304

We have received your document for ATLAS CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation if a 2005 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.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock  
Document Specialist  
New Filings Section

Letter Number: 204A00064360

ARTICLES OF INCORPORATION  
OF  
SALTA CAPITAL, INC.

APPROVED  
AND  
FILED

RECORDED PH 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporator, being a natural person of the age of eighteen years or more, and desiring to form a body corporate under the laws of the State of Florida, has signed these ARTICLES OF INCORPORATION.

ARTICLE I

Name

The name of the corporation shall be **SALTA CAPITAL, INC.** 95337 Mackinas  
Circle, Fernandina Beach, Florida 32034

ARTICLE II

Period of Duration

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III

Date of Commencement

The corporate existence shall be upon the issuance of the Certificate of Incorporation by the Florida Department of State.

ARTICLE IV

Purposes

The purposes for which this corporation is organized and the nature of the business to be carried on by it are as follows:

- A. To transact all lawful business for which corporations may be incorporated pursuant to the law.

- B. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.
- C. To provide or aid in any manner, financially or otherwise, any person, firm, association or corporation; and, to guarantee contracts and other obligations.
- D. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm association or corporation or, or any government or authority or subdivision or agency thereof.
- E. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing clauses are to be construed as purposes and objects of the corporation, and the matter expressed in each clause shall be in no way limited by reference or inference from the terms of any other clause, but shall be regarded as an independent purpose and object; the enumeration of specific objects and purposes shall not be construed to limit or restrict in any manner the general powers and rights of the corporation as provided by law, nor shall the expression of one purpose or object be determined to exclude another, although it be of like nature but unexpressed.

## ARTICLE V

### Powers

The corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Florida. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its

corporate purposes. This shall include, but shall not be limited to adoption of pension and/or profit plans and the adoption of health, accident and like insurance plans.

## ARTICLE VI

### Capital

The aggregate number of shares of common stock, which the corporation shall have the authority to issue is one million (1,000,000), each without par value, and the corporation shall have the authority to issue different classes of shares as determined hereafter by the Company's By-Laws, and as permitted by law. No share shall be issued until it has been paid for, and it shall thereafter be non-assessable.

## ARTICLE VII

### Preemptive Rights

The holders of the stock of this corporation shall not be entitled to a preemptive right to acquire unissued or treasury shares or securities convertible into such shares, or carrying a right to subscribe to or acquire shares.

## ARTICLE VIII

### Stock Restrictions

The corporation has the right at any time to impose restrictions on the transfer of any or all shares of stock authorized or issued.

## ARTICLE IX

### Cumulative Voting

The shareholders shall not be entitled to cumulative voting.

## ARTICLE X

### Registered Office and Agent

The registered office of the corporation in the State of Florida shall be at 95337 Mackinas Circle, Fernandina Beach, Florida 32034, and the name of the initial registered agent at such address is Borden R. Hallowes, Esq. Either the registered office of the registered agent may be changed in the manner provided by law.

## ARTICLE XI

### Initial Board of Directors

The initial board of directors of the corporation shall be determined at the organizational meeting and consist of not less than one (1) director, and the number of directors may from time to time be increased or decreased in such a manner as shall be provided by the bylaws of this corporation or pursuant to the laws of the State of Florida.

## ARTICLE XII

### Authority To Act and Executive and Other Committees

All of the shareholders, by unanimous resolution, or all of the board of directors, by unanimous resolution, may transfer to any shareholder or other person any authority to exercise the corporate powers or to manage the business and affairs of the corporation as long as such transfer is not contrary to public policy and may designate an executive committee or one or more other committees, each of which, to the extent provided in the resolution, shall have all of the authority of the board of directors. However, notwithstanding any of the foregoing, no such committee shall have the authority:

- (i) To declare dividends or distributions;
- (ii) To approve or recommend to shareholders actions or proposals required by the laws of the State of Florida to be approved by shareholders;

- (iii) To fill vacancies on the board of directors or any committee thereof;
- (iv) To amend the bylaws of the corporation;
- (v) To approve a plan of merger not requiring shareholder approval;
- (vi) Reduce earned or capital surplus;
- (vii) Authorize or approve the reacquisition of shares unless pursuant to general formula or method specified by the board of directors; and,
- (viii) Authorize or approve the issuance or sale of, or any contract to issue or sell, shares or designate the terms of a series of a class of shares.

Neither the designation of any such committee by the board of directors, the delegation of authority to such committee, nor any action by such committee pursuant to its authority shall constitute compliance by any member of the board of directors, not a member of the committee in question, with his responsibility to act in good faith, in a manner he reasonable believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

### ARTICLE XIII

#### Indemnification

The corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that said person is or was a director, officer, employee, fiduciary or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by said person in connection with



such action, suit or proceeding if said person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The determination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of no contest, or its equivalent, shall not in and of itself create a presumption that said person did not act in good faith and in a manner which said person reasonably believed to be in the best interest of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The corporation may also indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that said person is or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees actually and reasonably incurred by said person in connection with the defense or settlement of such action or suit, if said person reasonably believed to be acting in the best interests of the corporation. The corporation may also reimburse any director, officer, employee, fiduciary or agent of the corporation to the extent that said person has been successful on the merits in defense of any action, suit or proceeding referred to in this Article, or in the defense or any claim, issue or matter therein, said person shall be indemnified against expenses claims (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. Any indemnification resulting as a consequence of the foregoing paragraph shall be

made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceedings, or if such a quorum is not obtainable or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

#### ARTICLE XIV

##### Transactions with Interested Parties

No contract or other transaction between the corporation and one or more of its directors, shareholders or any other corporation, firm, association or entity in which one or more of its directors, shareholders or officers are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors, shareholders or officers are present at the meeting of the board of directors or committee thereof which authorizes, approves or ratifies such conduct or transaction or solely because their votes are counted for such purposes if:

- (i) The fact of the relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- (ii) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (iii) The contract or transaction is fair and reasonable to the corporation.

Further, any common or interested directors, shareholders or officers may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, and such common or

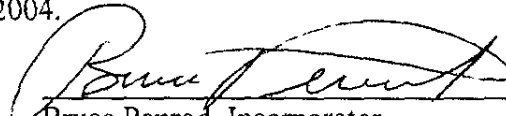
interested director may vote thereat to authorize such contract or transaction with like force and effect as if such person were not such a common or interested director.

#### ARTICLE XV

##### Incorporator

The name and address of the incorporator is Bruce Penrod, 5200 South Ulster Street, Englewood, Colorado 80111.

IN WITNESS WHEREOF, the above named incorporator signed these ARTICLES OF INCORPORATION this 31<sup>st</sup> day of October, 2004.

  
Bruce Penrod, Incorporator

##### ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The above named registered agent, Borden R. Hallows, having been named as Registered Agent to accept service of process for the above-named corporation at the place named in this certificate - Articles of Incorporation, by signature below, hereby acknowledge I am familiar with the duties of a Registered Agent and hereby accept the appointment as Registered Agent of the corporation and agree to act in this capacity, this 31<sup>st</sup> day of October, 2004.

  
Borden R. Hallows, Esq.