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Division of Corporations

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Account Name : FEE & JEFFRIES, P.A.  
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**FLORIDA PROFIT CORPORATION OR P.A.**

Atlantic Asset Management Group of Florida, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 22, 2005

FEE & JEFFRIES, P.A.

SUBJECT: ATLANTIC ASSET MANAGEMENT GROUP OF FLORIDA, INC.  
REF: W05000044049

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Loria Poole  
Document Specialist  
New Filings Section

FAX Aud. #: H05D00224615  
Letter Number: 405A00058036

**FEE & JEFFRIES, P.A.**  
ATTORNEYS AND COUNSELORS AT LAW  
BANK OF AMERICA PLAZA, SUITE 3000  
101 EAST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33602

813.229.8008  
813.229.0046 (Fax)

WWW.FEEJEFFRIES.COM

September 22, 2005

**VIA FACSIMILE**

Florida Department of State  
New Filings Section  
Attn: Loria Poole, Document Specialist  
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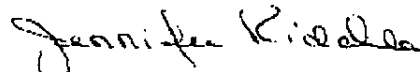
RE: Atlantic Asset Management Group of Florida, Inc.  
Fax Audit Number H050002224615

Dear Ms. Poole:

Per our conversation, this letter is for the purpose of allowing Atlantic Asset Management Group of Florida, Inc. to be formed because the parties involved are the exactly the same parties that are the principals of Atlantic Asset Management Group, Inc., a Virginia corporation authorized to do business in Florida. William J. Summs, Margaret Summs and Karl Buhl will also be the principals of this Florida corporation.

Please contact me if you have any questions. Thank you for your assistance.

Sincerely,

  
Jennifer Riddle, Legal Assistant

/jr  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
ATLANTIC ASSET MANAGEMENT GROUP OF FLORIDA, INC.**

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**Corporate Name and Principal Office**

The name of this corporation is Atlantic Asset Management Group of Florida, Inc. and its principal office and mailing address is 4105 S. Bartlett Street, Tampa, FL 33611.

**ARTICLE II**

**Commencement of Corporate Existence**

The corporation shall come into existence on the date of filing with the Florida Secretary of State.

**ARTICLE III**

**General Nature of Business**

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

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#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 1000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be Bank of America Plaza, Suite 3000, 101 East Kennedy Boulevard, Tampa, Florida 33602-5884, and the initial registered agent of the corporation at such address is David M. Jeffries.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

Name

Jennifer Riddle

Address

Bank of America Plaza, Suite 3000  
101 East Kennedy Boulevard  
Tampa, Florida 33602-5884

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**ARTICLE VII**

**By-Laws**

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

**ARTICLE VIII**

**Indemnification**

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 21st day of September, 2005.

  
\_\_\_\_\_  
Jennifer Riddle, Incorporator

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, Atlantic Asset Management Group of Florida, Inc., desiring to organize under the laws of the State of Florida, hereby designates David M. Jeffries, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates Bank of America Plaza, Suite 3000, 101 East Kennedy Boulevard, Tampa, Florida 33602-5584, the business office of its Registered Agent, as its Registered Office.

By:

  
Jennifer Riddle, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

  
David M. Jeffries, Registered Agent

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