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Requester's Name

Address

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VALIDATION ONLY

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CORPORATION(S) NAME

ATOLL, INC.



EMPIRE

Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Foreign	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Pick Up
		<input type="checkbox"/> Mail Out

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Acknowledgment
W.P. Verifier

F. CHESSER JAN 6 1995

CERTIFIED COPY

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**ARTICLES OF INCORPORATION OF
ATOLL, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Atoll, Inc.

ARTICLE II

CORPORATE DURATION AND PRINCIPAL PLACE OF BUSINESS

The duration of the corporation is perpetual. The principal place of business of this corporation shall be 226 Marine Court, Lauderdale-by-the-Sea, Florida 33308.

ARTICLE III

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of owning, holding, leasing, and developing real property.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. In general to have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida

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specifically including 8607.011 of the Florida Statutes, as the same may be amended from time to time, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

4. To do such other things as are incidental the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

CAPITALIZATION

A. The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

B. Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

C. No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by register or certified mail to the corporation at its principal place of business; and shall remain open for and by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchases of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit subject to

paragraph "D" above.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

D. Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to a certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such articles is on file at the principal office of the Corporation."

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 345 W. Oakland Park Boulevard, Fort Lauderdale, FL 33311, and the name of its initial registered agent at such address, is Louise E. Tudzarov, Attorney at Law.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one. The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
Ewald Smaha	226 Marine Court Lauderdale-by-the-Sea, FL 33308

ARTICLE VII
INCORPORATORS

The name and address of each Incorporator is:

NAME	ADDRESS
Ewald Smaha	226 Marine Court Lauderdale-by-the-Sea, FL 33308

ARTICLE VIII
AMENDMENT

These Articles may be amended by majority vote of the shareholders at a duly called and noticed meeting.

ARTICLE IX
DISSOLUTION - VOTE OF SHAREHOLDERS

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by an affirmative vote of stockholders holding fifty-one percent (51%) of its voting capital stock at a meeting of the stockholders called for that purpose in the manner, not inconsistent with law, set forth in the bylaws. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

In witness where, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 12th day of December, 199⁴~~5~~.



Ewald Smaha

THE STATE OF FLORIDA }
COUNTY OF BROWARD }

SS

I hereby certify that on this day before me, an officer duly authorized in the above mentioned State and County to take acknowledgements, personally appeared Ewald Smaha known to me or who has produced _____ as identification and who executed the foregoing instrument and acknowledged before me that he executed the same and he (did) (did not) take an oath.

Witness my hand and official seal in the above-mentioned County and State this 17th day of December, 1994.



OFFICIAL SEAL
LOUISE E. TUDZAROV
MY COMMISSION EXPIRES
MAY 03 1995

Notary Public

LOUISE E. TUDZAROV

Print Name

CC 100744

Commission Number

515195

Commission Expires

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles at Article V, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated December 20th, 1994.

Louise E. Tudzarov
Louise E. Tudzarov

THE STATE OF FLORIDA)
COUNTY OF BROWARD) SS

I hereby certify that on this day before me, an officer duly authorized in the above mentioned State and County to take acknowledgements, personally appeared Louise E. Tudzarov who is personally known to me and who executed the foregoing instrument and acknowledged before me that they executed the same.

Witness my hand and official seal in the above-mentioned County and State this 20th day of December, 1994.

2 Yolanda J. Fry
Notary Public
Yolanda J. Fry
Print Name
CC 174592
Commission Number
Commission Expires



YOLANDA I. FOY
MY COMMISSION EXPIRES
September 24, 1995
BONDED THRU NOTARY PUBLIC UNDERWRITERS

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FBI - MEMPHIS