

ANNE E. AHRENS
117 NORTHWEST SECOND STREET
FORT LAUDERDALE, FLORIDA 33301

PA 6000017359
February 27, 1995

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

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Dear Sir:

I am enclosing a Corporate Charter that I wish to have established and a check for fees in the amount of \$122.50, comprised of the following:

Filing Fee 70.00
One Certified Copy 52.50

Also enclosed is the Certificate of Resident Agent. If everything is in order, would you please send the approval, certified copy, and a copy of the law on Corporations to me at 117 NW Second Street, Fort Lauderdale, Florida 33301.

Very truly yours,

Anne E. Ahrens

Anne E. Ahrens

Enclosures

K-2
2/28/95

ARTICLES OF INCORPORATION

OF

A T A HOLDINGS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Anne E. Ahrens, whose post office address is 117 NW Second Street, Fort Lauderdale, Florida 33301, being at least eighteen years of age, do under and by virtue of the General Laws of the State of Florida authorizing the formation of corporations, associate myself with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation, (which is hereafter called "The corporation") is:

A T A Holdings, Inc.

THIRD: That the purposes for which the corporation is formed are as follows:

A) To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

B) To engage in and carry on the business of buying, leasing and otherwise acquiring real property and interests in real property of every kind and description, improved or unimproved, and wheresoever situate; buying, leasing and otherwise acquiring and constructing and erecting or contracting for the construction and erection of buildings and structures in and on such real property

for any uses or purposes; holding, owning, improving, developing, maintaining, operating, letting, leasing, mortgaging, selling or otherwise disposing of such property or any part thereof; equipping and operating office buildings, hotels, motels, apartment houses, apartment hotels, restaurants, warehouses, or any other building or structures of whatsoever kind.

C) To conduct a general real estate business, whether as principal or as agent, or in any other capacity whatsoever, in the purchase, sale, lease, exchange, and management of real estate and the negotiation of loans thereon; to act as agent for letting lands or buildings of any kind and character, and for the collection of rents and for the payment of taxes or any other costs or expenses in connection therewith; to purchase and sell personal property, stocks, bonds, and notes, and to negotiate loans thereon.

D) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufactures, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

E) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses, or any other businesses the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness of liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Florida, of stock, bonds or other securities of the Corporation or otherwise.

F) To apply for, obtain, purchase, or otherwise acquire, any

patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like which might be used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

G) To purchase or otherwise acquire, on a margin account basis, any shares of capital stock of any class for which the purpose is to hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock or of any bonds, or other securities or evidences of indebtedness issued or created by, any other corporations or associations organized under the laws of the State of Florida or of any other State, Territory, District, Colony, or Dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess or exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned, and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this corporation.

H) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contracts by any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

I) To loan or advance money with or without security, without limit as to the amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by

law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure or pledge by conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contracts rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

J) To carry on any of the business herein before enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

K) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries, and to maintain offices and agencies, in any or all of the states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed and subject to all particulars to the limitations relative to State.

FOURTH: The post office address of the principal office of the

Corporation in this State in 117 NW Second Street, Fort Lauderdale, Florida 33301. The resident agent of the Corporation is Anne E. Ahrens whose post office address is 117 NW Second St, Fort Lauderdale, Florida 33301 said resident agent is a citizen of the State of Florida and actually resides therein.

FIFTH: The Corporation will begin business with a capitalization of (\$600.00) Six hundred dollars; the total number of shares as stock which the Corporation has authority to issue is 60000 shares with a nominal or par value of .01 per share. Each holder of said stock is to have one vote for each share of such stock held by him, and shall participate equally in the assets upon dissolution and shall have all rights, powers and restrictions conferred by statute.

SIXTH: The Corporation shall have three Directors whose names and addresses are as follows:

Anne E. Ahrens, 1840 NE 54 Street, Ft. Lauderdale, Florida 33308
Martha C. Tigner, 640 S. Federal Hwy, #201, Pompano Beach, Fl 33062
Mark G. Ahrens, 824 NE 18 Street, Ft. Lauderdale, Florida 33305

and they shall act as such until the first annual meeting, or until their successor is duly chosen and qualified.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and corporations which are contained in the general laws of the State.

a. The Stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Stockholders may deem advisable, irrespective of the value or amount of such considerations, but

subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

b. No contract or other transaction between 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 directors 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 the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Stockholders or a majority thereof; any director of this Corporation who is also a director or 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 transaction, with like force and effect as if he were not such director or officer of such other corporation of not so interested.

c. The Board of Directors shall have power, from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any and, if any, what part, of the surplus of the Corporation of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Stockholders shall deem expedient.

d. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be

authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms, shall have been authorized by the holders of two thirds of all of the stock at the time outstanding, by vote at a meeting in writing with or without a meeting.

e. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any as a majority of stockholders in their discretion may determine, and at such price as the said stockholders shall determine, be offered to holders of any class or classes of stock at the time existing.

f. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of Stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

g. The Stockholders shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects from time to time before issuance of such shares, the preferenced, rights, voting powers, restriction and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

h. The Board of Directors shall have power to declare and

authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHT: In the event any stockholder, his executors, administrators or assigns desires or intends to transfer any stock of this Corporation he shall give notice in writing to the Corporation and to each of the other stockholders of such intentions and the Corporation shall have the first right to purchase all of such stock after which each stockholder shall have the option to purchase such a prorated amount of such stock within thirty days of such notice at book value as carried on the books of the Corporation as of the close of the month preceding the date of said notice. The term book value as herein applicable shall include the fair market value of all the assets of this Corporation. If a dispute shall arise concerning the value of said stock between the Corporation, the transferring stockholder and/or other stockholders, their executors, administrators or assigns it shall be settled by a committee of three. The committee shall consist of one member appointed by the Stockholder of the Corporation, one member appointed by the transferring stockholder and third member appointed by the other two previously appointed members. The decision of this committee shall bind the Corporation, the transferring stockholder and other stockholder and other stockholders. Each and every stockholder, applicant, subscriber and all others who may be similarly concerned, their heirs, executors, administrators or assigns expressly warrant that they shall be bound by the provisions of this section.

NINTH: THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation

on the 21st day of Feb, A.D., 1995.

Witnesses:

[Signature]
[Signature]
[Signature]

[Signature]
Subscriber

STATE OF FLORIDA, COUNTY OF BROWARD, TO WIT:

THIS IS TO CERTIFY, that on the 21st day of February A.D., 1995, before me, the subscriber, Notary Public of the State of Florida, in and for the County of Broward, aforesaid, personally appeared Anne E. Ahrens, and acknowledged the foregoing Articles of Incorporation to be her respective Act.

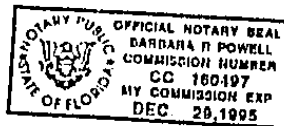
WITNESS my hand and notarial seal, the day and year last above written. The foregoing instrument was acknowledged before me by Anne E. Ahrens who is personally known to me and who did not take an oath.

Barbara R. Powell

Notary Public

My commission expires _____

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. DEC. 29, 1995
BONDED THRU GENERAL INS. UND.



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

In pursuance of Chapter 48.094, Florida Statutes, the following is
submitted, in compliance with said Act:

First - That ATA Holdings, Inc. desiring to organize under the laws
of the State of Florida with its principal office, as indicated in
the articles of incorporation at the City of Fort Lauderdale,
County of Broward, State of Florida, has named Anne E. Ahrens
located at 117 NW Second Street, Fort Lauderdale, Florida 33301,
City of Fort Lauderdale, County of Broward, State of Florida as its
agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

BY



Anne E. Ahrens