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Jim Scutti, P.A.
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980 North Federal Highway, Suite 434
Boca Raton, Florida 33432

Jim Scutti
Florida Bar Designated
Securities Law

EFFECTIVE DATE

3-16-95

March 17, 1995

Telephone
(407) 750-1391
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(407) 347-0828

Secretary of State
Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: Club Atlantic, Inc.

Dear Sir or Madam:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>
Total:	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter would be appreciated.

Sincerely yours,

Jim Scutti

Jim Scutti
For the Firm

JS/jel
enclosures

cc: Donald L. Hamilton, Club Atlantic, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 20 AM 10:09

KAN 3-21

EFFECTIVE DATE
3-16-95

ARTICLES OF INCORPORATION
OF
CLUB ATLANTIC, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 20 AM 10:09

The undersigned, acting as incorporators of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I - Name

The name of this corporation is Club Atlantic, Inc.

Article II - Principal Office and Mailing Address

The principal office and mailing address of the corporation is 4601 S.W. 48th Avenue, Davie, Florida 33314.

Article III - Authorized Shares

The maximum number of shares of capital stock which the corporation shall have the authority to issue and have outstanding at any one time shall be 25,000,000, which are to be divided into two classes as follows:

- (a) 20,000,000 shares of common stock having a par value of \$.001 per share; and
- (b) 5,000,000 shares of preferred stock having a par value of \$.001 per share. The preferred stock may be issued from time to time, with such designations, preferences, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock adopted by the Board of Directors pursuant to the authority given in this paragraph.

Article IV - Initial Registered Office and Agent

The name and street address of the initial registered agent and office of this corporation is Olive Hamilton, 4601 S.W. 48th Avenue, Davie, Florida 33314.

Article V - Incorporators

The name and address of the Incorporators are:

Donald L. Hamilton
4601 S.W. 48th Avenue
Davie, FL 33314

Joseph A. Lopez
3000 N.E. 8th Terrace, Unit B-2
Ft. Lauderdale, FL 33334

Article VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be increased or decreased by the bylaws but shall never be less than one. The name and address of the initial directors are Donald L. Hamilton, 4601 S.W. 48th Avenue, Davie, FL 33314 and Joseph A. Lopez, 3000 N.E. 8th Terrace, Unit B-2, Ft. Lauderdale, FL 33334.

Article VII - Purpose

The purpose of this corporation is to transact any and all lawful business.

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

Article IX - Indemnification

The corporation shall indemnify its officers, directors and authorized agents or any former officer, director or authorized agent, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

Article X - Affiliated Transactions

This corporation expressly elects not to be governed by Section 607.0901, Florida Statutes, the affiliated transactions provisions of the Florida Business Corporations Act.

Article XI - Control Share Acquisitions

This corporation expressly elects not to be governed by Section 607.0902, Florida Statutes, the control share acquisition provisions of the Florida Business Corporations Act.

Article XII - Amendment

The power to adopt, alter, amend or repeal the Articles of Incorporation shall be vested in the Board of Directors by a majority vote.


Article XIII - Effective Date

The corporation shall commence on the date of execution and acknowledgement of these Articles.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16TH day of March 1995.



Donald L. Hamilton, Incorporator



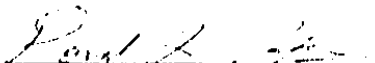
Joseph A. Lopez, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Club Atlantic, Inc.
2. The name and address of the registered agent is:

Olive Hamilton
4601 S.W. 48th Avenue
Davie, FL 33314

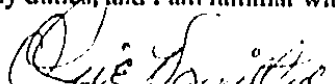


Donald L. Hamilton

Title: Incorporator

Date: March 16, 1995

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties; and I am familiar with and accept the obligations of my position as registered agent.



Olive Hamilton

Title: Registered Agent

Date: March 16, 1995