

P95000023197

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No. _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

05 11 95 22 00:00:00
 05 11 95 22 00:00:00
 05 11 95 22 00:00:00

EFFECTIVE DATE

3-20-95

2/23/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	AAIL		

WALK-IN Will Pick Up 3:22 1202

RE: Atlantic Financial
Group Inc

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art of Inc File		
Corp Record Search		
Ltd Partnership File		
Foreign Corp File		
<input checked="" type="checkbox"/> () Cert Copy(s)		
Art of Amend File		
Dissolution/Withdrawal		
C U S		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Landing		
Phone ()		
Top Priority		
Express Mail Prep		
FAX () _____ pgs.		

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

LAW OFFICES
JEFFER, CIOFFI & RICE, P.A.
ILQUESTA CORPORATE CENTER - SUITE 200
250 TEQUESTA DRIVE
P O BOX 3010
TEQUESTA, FLORIDA 33469
TELEPHONE (407) 747 6000
FAX (407) 575 0167

Herman Jeffre
James A. Cioffi, P.A.
Patrick A. Rice, P.A.

Of Counsel
Jeffre, Hopkinson, Vogel,
Coomber & Peffer
NEW JERSEY OFFICE
1400 ROUTE 208
P.O. BOX 507
(201) 423 0100
NEW YORK OFFICE
150 BROADWAY, SUITE 2206
NEW YORK, N.Y. 10038
(212) 405 7260

March 20, 1995

Florida Secretary of State
Division of Corporation
Certification Section
409 East Gaines Street
Tallahassee, FL 32301

Re: ATLANTIC FINANCIAL GROUP, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the captioned matter, with our check in the amount of \$122.50 representing:


\$35.00	Filing Fee
35.00	Registered Agent Fee
52.50	Certified Copy

Please file these Articles and return the certified copy to us as soon as possible.

Please call if you have any questions.

Thanking you in advance, I am

Very truly yours,



DOREEN L. HAIGH
Legal Assistant

Enclosures (as stated above)

ARTICLES OF INCORPORATION

OF

ATLANTIC FINANCIAL GROUP, INC.

The undersigned Incorporator(s), competent to contract, and where required, duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida.

Article I - Name

The name of the Corporation shall be **ATLANTIC FINANCIAL GROUP, INC.**

Article II - Purpose

The Corporation is formed to engage in and conduct any activity or business permitted under the laws of the United States and of this State.

Article III - Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is **7,500.00 shares of common stock** having a nominal or par value of **\$1.00 per share**. All of said stock shall be issued as fully paid and non-assessable.

The Corporation may restrict the transfer of the shares of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

EFFECTIVE DATE

Article IV - Initial Capital

The Corporation will commence business with not less than \$500.00 of its capital stock fully paid in and issued.

Article V - Terms of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

Article VI - Address

The principal office of the Corporation shall be **250 Tequesta Drive, Ste. 200, Tequesta, Florida 33469**. The Board of Directors, may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

Article VII - Director(s)

The Corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

Article VIII - Initial Director(s)

The following are the name(s) and address(es) of the first Board of Directors who shall hold office until their successor(s) is/are elected:

Doreen L. Haigh 250 Tequesta Drive, Ste. 200, Tequesta, FL 33469

Article IX - Incorporator(s)

The following name(s) and address(es) of the Incorporator(s) is/are as follows:

Doreen L. Haigh 250 Tequesta Drive, Ste. 200, Tequesta, FL 33469

Article X - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is **250 Tequesta Drive, Ste. 200, Tequesta, FL** and the name of the initial registered agent of this Corporation at that address is **Doreen L. Haigh**.

Article XI - Amendment

The Corporation, by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose, reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law and all rights conferred on Stockholders herein are granted subject to this reservation.

Article XII - Powers

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article XIII - Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, I/we, the undersigned Incorporator(s), have hereunto set my/our hand(s) and seal(s) this 20th day of March, 1995, for the purpose of forming this Corporation under the laws of the State of Florida and I/we hereby make and cause to be filed in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.


Doreen L. Haigh

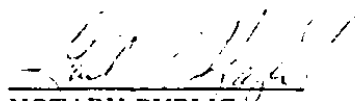
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **Doreen L. Haigh**, to me well known to be the person(s) described in and who executed the foregoing instrument or who produced _____ as identification and he/she/they acknowledged before me that he/she/they executed the same for the purposes therein expressed and who did take an oath.

WITNESS my hand and official seal this 20th day of March, 1995.



PAUL HAGENBAUGH
NOTARY PUBLIC
Commission # CC067397
Expires April 20, 1998
Recorded by 1146
B-1427-114


NOTARY PUBLIC
My Commission Expires:
(N.P. SEAL)

**Certificate Designating Place of Business or
Domicile for the Service of Process within this State,
Naming Agent upon Whom Process May Be Served**

95 MAR 22 01:00

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **ATLANTIC FINANCIAL GROUP, INC.** desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the Town of Tequesta, County of Palm Beach, State of Florida, and has named **Doreen L. Haigh** located at **250 Tequesta Drive, Ste. 200, Tequesta, Florida 33469** is its agent to accept service of process within this State.

Acknowledgment by Designated Agent

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


Doreen L. Haigh

Doreen L. Haigh