

P950000065917

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 \$ _____

FILED
STATE
SECRETARY OF CORPORATIONS
TALLAHASSEE, FL
95 AUG 25 AM 11:28

8/25/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK _____

WALK-IN Will Pick Up 8-25 1200

RE: Atlantic Real Estate
Corp

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 25 AM 11:28

ARTICLES OF INCORPORATION
OF
ATLANTIC REAL ESTATE CORP.

THE UNDERSIGNED, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

ATLANTIC REAL ESTATE CORP.

ARTICLE II - PURPOSE

The general purpose of the business and objects and purposes proposed to be transacted by the Corporation and the powers and privileges to be exercised by it shall include all powers that are given to bodies corporate under the Statutes of the State of Florida, as the same may exist and may be amended from time to time.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue at any time is 100 shares, all of which shall be common shares with no par value.

Each shareholder of the Corporation shall be entitled to full pre-emptive rights to acquire his proportionate part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the Corporation.

ARTICLE IV - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at:

3003 Terramar Street
#1704
Fort Lauderdale, Florida 33304

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the Corporation's existence, or until his successor shall have been elected and qualified, as follows:

Initial Director
S.M. CASORIA, III
1040 Bayview Drive
Suite 600
Fort Lauderdale, Florida 33304

ARTICLE VII - REGISTERED AGENT

The registered agent and the registered office for this Corporation is:

S.M. CASORIA, III, ESQUIRE
1040 Bayview Drive
Suite 600
Fort Lauderdale, Florida 33304

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

S.M. CASORIA, III, ESQUIRE
1040 Bayview Drive
Suite 600
Fort Lauderdale, Florida 33304

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X - INDEMNIFICATION

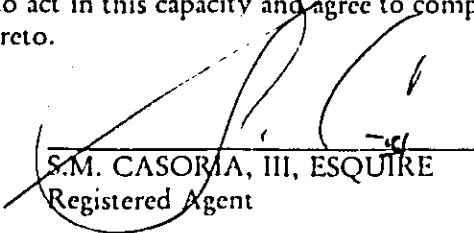
The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - MEETING BY CONFERENCE TELEPHONE

The members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, but regular meetings of the Board of Directors must be attended, in fact, in person by each Director.

ARTICLE XII - ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the Corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


S.M. CASORIA, III, ESQUIRE
Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on August 25, 1995.


S.M. CASORIA, III, ESQUIRE

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me on August 25, 1995, by S.M. CASORIA, III, who is personally known to me or who has produced xxx as identification.

My Commission Expires:

10/10/96
NOTARY PUBLIC

OFFICIAL NOTARY SEAL
KIMBERLEE JEAN CHARLTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC478956
MY COMMISSION EXP. JULY 9, 1999