

P95000071791

TRANSMITTAL LETTER

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

4000001584614
-09/14/95--01004--005
*****78.75 *****78.75

SUBJECT; ATLANTIC - SMITH DEVELOPMENT COMPANY

Enclosed is an original and one 10 copy of the articles of incorporation and a check for;

\$78.75

Filing Fee and Certificate

FROM; Terrence R. Huston
11535 Sundance Lane
Boca Raton, Florida 33428
407 338 5540

BROWN SEP 18 1995

ARTICLE OF INCORPORATION
OF
ATLANTIC - SMITH DEVELOPMENT COMPANY

The undersigned subscriber to these Articles of Incorporation, a natural person competent to make contracts, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the this Corporation is
ATLANTIC - SMITH DEVELOPMENT COMPANY.

ARTICLE II

This Corporation is formed for the purpose of engaging in any lawful activity or business permitted under the laws of the United States of America, the State of Florida, or any other state or country, more specifically as a real estate developer..

ARTICLE III

The aggregate number of shares which this Corporation shall have the authority to issue shall be 100,000 shares with no par value. The consideration to be paid for each shall be fixed by this Corporation.

ARTICLE IV

The amount of capital with which this Corporation will begin business is Five Thousand Dollars (\$5,000).

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

No officer, director or shareholder shall be personally liable for any debts of this Corporation.

ARTICLE VII

The street address of the initial principal office is: 11535 Sundance Lane, Boca Raton, Florida 33428. The name of the initial registered agent is Terrence R. Huston.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of this Corporation is two (2). The name and street address of the initial directors of this Corporation are:

TERRENCE R. HUSTON	11535 Sundance Lane Boca Raton, Florida 33428
SHERMAN KENDIS	107 DeWitt Circle Daphne, Alabama 36526

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name persons to fill vacancies on the Board of Directors which also occurs between annual meetings. The number of directors of this Corporation shall be not less than two (2).

ARTICLE IX

The name and street address of the subscriber to these Article of Incorporation, together with the number of shares of stock and value of considerationtherefore is as follows:

SHAREHOLDER	SHARES	CONTRIBUTION
Atlantic Renaissance Corporation 11535 Sundance Lane Boca Raton, Florida 33428	5,000	\$5,000

ARTICLE X

The date when corporate existence shall commence shall be upon the filing of these Article of Incorporation by the Department of State, State of Florida.

ARTICLE XI

This Corporation, and the parties hereto, shall take whatever action necessary to cause the shares of this Corporation to qualify as "Section 1244 Stock", as such term is used and defined in the Internal Revenue code of 1986 and the Regulations issued thereunder.

ARTICLE XII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLE XIII

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or Bylaws of the Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or Bylaws.

ARTICLE XIV

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone, as provided by law, but regular meetings must be attended in fact in person by each director.

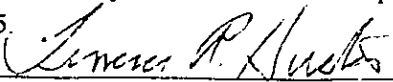
ARTICLE XV

This Corporation, its shareholders, or any combination of this Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor or any party to such agreement.

ARTICLE XVI

These Articles of Incorporation may be amended in the manner provided in the Bylaws and may be amended at any regular or special shareholders meeting called for such purpose upon a majority affirmative vote of all the shareholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned does hereby affix his hand for the purpose of forming this Corporation, this 28 day of August, 1995.



TERRENCE R. HUSTON

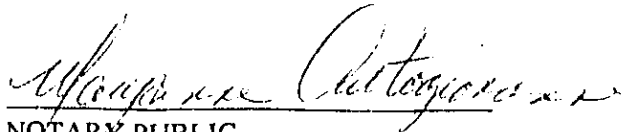
President

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared TERRENCE R. HUSTON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Article of Incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the State and County aforesaid, this 28 day of August, 1995.



NOTARY PUBLIC

State of Florida at Large

My commission expires;

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Nov. 11, 1995
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida statutes, the following is submitted:

First - That ATLANTIC-SMITH DEVELOPMENT COMPANY, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Boca Raton, State of Florida, has named TERRENCE R. HUSTON, located at:

11535 Sundance Lane

Boca Raton, Florida 33428

as its agent to accept service of process within Florida.

Signature;



Title;

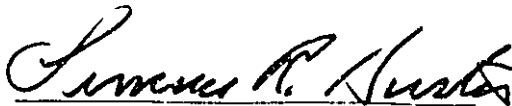
Terrence R. Huston, President

Date;

August 28, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

Signature;



Date;

August 28, 1995

P95000071791

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 10, 1997

ATLANTIC - SMITH DEVELOPMENT COMPANY
11535 SUNDANCE LANE
BOCA RATON, FL 33428

SUBJECT: ATLANTIC - SMITH DEVELOPMENT COMPANY
Ref. Number: P95000071791

Debit Memo #: 3097-A

This is to inform you that check #1332 in the amount of \$165.00 submitted with the annual report for ATLANTIC - SMITH DEVELOPMENT COMPANY has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after May 10, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 497A00011988

P95000071791

May 2, 1997

100002164591--5
-05/02/97--01140--002
****180.00 ****180.00

REPLACEMENT FEE 1997

ANNUAL REPORT: ATLANTIC-SMITH
DEVELOPMENT COMPANY

DEBIT MEMO: # 3097-A

CHECK #: 1332