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TALLAHASSEE, FL 32301 CONTACT: RAY STORMONT  
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(((H96000001794))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ATLANTICA INTERNATIONAL CORP.  
FAX AUDIT NUMBER: H96000001794 CURRENT STATUS: REQUESTED  
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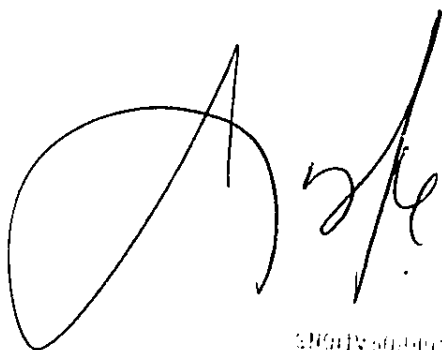
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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
ATLANTICA INTERNATIONAL CORP.**

FILED  
26 FEB - 7 PM 1996  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is ATLANTICA INTERNATIONAL CORP.

**ARTICLE II - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of Directors. The initial capitalisation of the corporation shall be in the sum of \$500.00.

**ARTICLE IV - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE V - TERM**

This corporation shall commence its existence on date of filing and shall exist perpetually thereafter unless sooner dissolved according to law.

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**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this Corporation is 7601 E. Treasure Drive, Apt. 1023, N. Bay Village, FL 33141 and the name of the initial registered agent of this corporation is Jacqueline S. Soares whose address is 7601 E. Treasure Drive, Apt. 1023, N. Bay Village, FL 33141.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is:

Jacqueline S. Soares whose address is 7601 E. Treasure Drive, Apt. 1023, N. Bay Village, FL 33141

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these articles is:

Jacqueline S. Soares whose address is 7601 E. Treasure Drive, Apt. 1023, N. Bay Village, FL 33141

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**ARTICLE X - INDEMNIFICATION**

The corporation may, at its sole discretion, indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted; however, under no circumstances will the corporation indemnify such officer or director when the corporation itself has brought an action against the officer or director.

**ARTICLE XI**

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

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Filed By: JORGE L. FORB, P.A., Jorge L. Forb, Esq. FL BAR # 347 647  
1108 Ponce de Leon Blvd., Coral Gables, FL 33134

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**ARTICLE XII**

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stock holders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 06 day of February, 1996.

SUBSCRIBER:

Jacqueline S. Soares  
Jacqueline S. Soares

STATE OF FLORIDA )

COUNTY OF DADE )

SS

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

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 6th day of February, 1996.



MARIA J. GARCIA  
COMMISSION # CC 493138  
EXPIRES SEP 04, 1998  
BONDED THRU  
ATLANTIC BONDS CO., INC.

My Commission Expires: ATLANTIC BONDS CO., INC.

Maria J. Garcia  
Name: \_\_\_\_\_  
NOTARY PUBLIC,  
STATE OF FLORIDA

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**ATLANTICA INTERNATIONAL CORP.**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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: ATLANTICA INTERNATIONAL CORP.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED JACQUELINE S. SOARES LOCATED AT 7601 E. TREASURE DRIVE, APT. 1023 CITY OF NORTH BAY VILLAGE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

*Jacqueline S. Soares*  
JACQUELINE S. SOARES

TITLE INCORPORATOR

DATE February 06, 1996

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

*Jacqueline S. Soares*  
JACQUELINE S. SOARES

DATE February 06, 1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA