

P96000041345

Kenneth B. Winters
160 SE 7th Street Suite #6
Deerfield Beach, Florida 33441

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

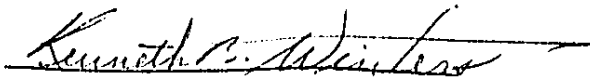
Re: Atlantic Capital Fund, Inc.

Ladies and Gentlemen:

Enclosed are the original and one copy of the Articles of
Incorporation for the above entity and our check for \$122.50.

Please file the Articles and return one copy, stamped with
filing date and time to this office at your earliest convenience.

Very truly yours,



Kenneth B. Winters

FILED
MAY - 9 AM 9:24
MAY 6, 1996
TALLAHASSEE, FLORIDA

100001814681
-05/09/96--01053--010
***122.50 ***122.50

EFFECTIVE DATE
5-6-96

ARTICLES OF INCORPORATION
OF
ATLANTIC CAPITAL FUND, INC.

The undersigned, being of legal age, do hereby form a corporation under the laws of the State of Florida, authorizing the formation of corporations.

ARTICLE I

The name of this Corporation shall be:

ATLANTIC CAPITAL FUND, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation is organized for the following purposes:

1. For the purpose of transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

The capital stock of this Corporation shall be:

2,000,000 shares common stock par value \$0.0005

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

All common stock of this Corporation shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954 as amended.

ARTICLE IV
CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall commence business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V
CORPORATE EXISTENCE

Corporated existence shall begin at the time of subscription and acknowledgment of this Certificate, except that in the event this Certificate is not filed with the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when this Certificate is filed with the Department of State. This Corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS AND RESIDENT AGENT

The principal place of business of said Corporation shall be at:

160 SE 7th Street Suite #6
Deerfield Beach, Florida 33441

This Corporation shall have the privilege of having branch offices at other places within or without the State of Florida.

The Resident Agent of this Corporation is:

Kenneth B. Winters
160 SE 7th Street Suite #6
Deerfield Beach, Florida 33441

FILED
SECRET-8
MAY 24 1966
TREASURY DEPT.
WASHINGTON, D.C.

ARTICLE VII
NUMBER OF DIRECTORS

The number of Directors of this Corporation shall be not less than one (1) nor more than nine (9).

ARTICLE VIII
DIRECTORS

The name and street address of each member of the first Board of Directors of this Corporation who shall hold office for the first year or until their successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>
Kenneth B. Winters	160 SE 7th Street Suite #6 Deerfield Beach, Florida 33441

ARTICLE IX
SUBSCRIBERS

The name and street address of each person signing this Certificate of Incorporation as a subscriber, and the number of shares of stock subscribed are: 500,000

<u>NAME</u>	<u>ADDRESS</u>
Kenneth B. Winters	160 SE 7th Street Suite #6 Deerfield Beach, Florida 33441

The stockholders agree to pay not less than par value for each share of stock.

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE X
AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute.

The Directors of this Corporation shall have the power to make or amend the By-Laws and to fix any amount to be reserved for working capital.

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

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do agree to take the number of shares hereinabove set forth, and hereunto set our hands and seal this 6th day of May 19 96

Kenneth B. Winters

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, 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: ATLANTIC CAPITAL FUND, INC.

2. The name and address of the registered agent and office is:

Kenneth B. Winters

(NAME)

160 SE 7th Street Suite #6

(P.O. BOX NOT ACCEPTABLE)

Deerfield Beach, Florida 33441

(CITY/STATE/ZIP)

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.

SIGNATURE

Kenneth B. Winters

DATE 5-6-96

STATE OF FLORIDA
COUNTY OF BROWARD

I hereby certify that on this day before me a Notary Public
duly authorized in the state and county named above to take
acknowledgments personally appeared

Kenneth B. Winters

the parties to the foregoing Certificate of Incorporation, known to
me personally to be such, and I have first made known to them the
contents of said Certificate, they did acknowledge that they
signed, sealed and delivered the same as their act and deed, and
deposed that the facts therein stated were truly set forth

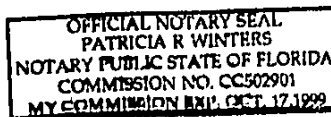
WITNESS my hand and official seal this 6 day of

MAY, 1996.

Patricia R. Winters NOTARY PUBLIC

MY COMMISSION EXPIRES:

(SEAL)



FILED
95 MAY -8 AM 8:24
ALLSHEPHERD, FLORIDA