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CONTACT: JUSTIN T WILSON
PHONE: (305)860-7098
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NAME: ATLANTIC FOUNDATION, INC.

AUDIT NUMBER.....H96000012129

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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8/29

ARTICLES OF INCORPORATION

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OF

ATLANTIC FOUNDATION, INC.

EFFECTIVE DATE
8/26/96

The undersigned Incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is Atlantic Foundation, (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is 2601 South Bayshore Drive, PH-1, Miami, Florida 33133.
- THIRD:** The Corporation is authorized to issue 1,000,000 shares of Common Stock, par value \$.01 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133 and the Registered Agent at that address is Brian K. Goodkind, Esq.
- FIFTH:** The name and address of the Incorporator of the Corporation is: Brian K. Goodkind, Esq., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of the Corporation are:

Manuel D. Medina
2601 South Bayshore Drive
PH-1
Miami, Florida 33133

Rosario Kennedy
2601 South Bayshore Drive
PH-1
Miami, Florida 33133

Sylvester Stallone
c/o 2601 S. Bayshore Drive
PH-1
Miami, Florida 33133

Steve Perry
c/o 2601 S. Bayshore Drive
PH-1
Miami, Florida 33133

Brian K. Goodkind
Florida Bar Number 347793
Adorno & Zeder, P.A.
2601 South Bayshore Drive
Suite 1600
Miami, Florida 33133
(305) 858-5555

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STATE OF FLORIDA

EIGHTH: The existence of the Corporation shall be effective as of the 26th day of August, 1996, and shall be perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 26th day of August, 1996.



Brian K. Goodkind, Esq.,
Incorporator

ACCEPTANCE OF APPOINTMENT

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OF

REGISTERED AGENT

I hereby accept the appointment as Registered Agent of ATLANTIC FOUNDATION, INC. contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Brian K. Goodkind, Esq.
Registered Agent

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