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H. BRYANT SIMS

REPLY TO:
P. O. BOX 2183
PALM BEACH, FLORIDA 33408-2183

FILED
SEP 4 1996
FBI - MIAMI

August 30, 1996

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

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-09/04/96--01135--004
***122.50 ***122.50

RE: Atlantic Management and Consulting Services, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation on the above-referenced corporation. I have also enclosed my Trust Account check number 3807 in the amount of \$122.50.

I would request that you forward a Certified Copy of the Articles to me as soon as possible.

Thank you for your cooperation in this matter.

Sincerely,

H. Bryant Sims

HBS/gch
Enclosures

F. CHESER SEP 6 1996

ARTICLES OF INCORPORATION

OF

ATLANTIC MANAGEMENT AND CONSULTING SERVICES, INC.

We the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation and liabilities, rights, powers, privileges and immunities of a corporation for profit, and I hereby certify:

ARTICLE I

The name of the Corporation shall be: **ATLANTIC MANAGEMENT AND CONSULTING SERVICES, INC.**

ARTICLE II

This Corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

This Corporation is to engage in management and consulting services, and any other activity or business permitted under the laws of the State of Florida.

ARTICLE IV

This Corporation is authorized to issue 100 shares at (\$1.00) Dollar Par Value, which shall be designated as "Common Stock".

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase their prorata of share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The location of the principal office of this Corporation in the State of Florida is 7301 South Dixie Highway, West Palm Beach, Florida 33405.

ARTICLE VII

The street address of the initial registered office of this Corporation is 7301 South Dixie Highway, West Palm Beach, Florida 33405, and the name of the initial registered agent of this Corporation at the address is H. BRYANT SIMS, ESQUIRE.

ARTICLE VIII

This Corporation shall have three directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws, however, there shall never be less than one Director. The name and address of the initial Board of Directors are:

MARY E. SUMMERS
4103 Cornish Drive
Tallahassee, Florida 32303

BRYAN W. PENEUX
4103 Cornish Drive
Tallahassee, Florida 32303

STEPHEN E. HENWOOD
16145 87th Lane North
Loxahatchee, Florida 33470

ARTICLE IX

The name and address of the Incorporator signing these Articles is:

GLENN C. HENWOOD
16145 87th Lane North
Loxahatchee, Florida 33470

ARTICLE X

The Officers of the Corporation shall be:

MARY E. SUMMERS, PRESIDENT

STEPHEN E. HENWOOD, VICE PRESIDENT

BRYAN W. PENEUX, TREASURER

GLENN C. HENWOOD, SECRETARY

ARTICLE XI

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

ARTICLE XII

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII

This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, or any amendment hereto, by majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 30th day of August, 1996.

Glenna C. Henwood
GLENN C. HENWOOD

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

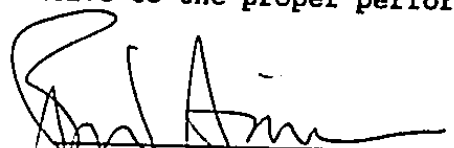
BEFORE ME, the undersigned authority, personally appeared,
GLENN C. HENWOOD who is personally known to me, known to me and
by me to be the person who executed the above Articles of
Incorporation, for the purposes therein expressed, this 30th day of
August, 1996.


H. BRYANT SIMS
NOTARY PUBLIC
MY COMMISSION EXPIRES:

FILED
SEP-4 MID-50
CLASSEE
OFFICIAL NOTARY SEAL
H BRYANT SIMS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC060717
MY COMMISSION EXP. NOV. 21, 1998

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-
named 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 perfor-
mance of my duties.


H. BRYANT SIMS, ESQUIRE