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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ATKIN SYSTEMS INC.

AUDIT NUMBER.....H96000015772

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

CERT. OF STATUS..0

PAGES..... 5

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11-8-96
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ARTICLES OF INCORPORATION
OF
ATKIN SYSTEMS, INC.,

H96000015772

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ATKIN SYSTEMS, INC.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

A. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of Corporation property, or other instruments to secure the payment of corporate indebtedness as required;

C. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other government, and, while owner of such stock, to exercise all the rights, powers and privileges of such ownership, including the right to vote such stock.

Prepared By:

Joseph C. Skalski, Esquire
4500 - 140th Avenue N., Suite 214
Clearwater, FL 34622
Florida Bar # 0802085
(813)-536-5001

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E. To conduct any and all lawful business including but not limited to computer and financial consultancy for businesses and individuals within the State of Florida.

F. In general, to have and exercise all powers conferred by the laws of the State of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE III

A. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of Common Stock having a nominal or par value of \$1.00 per share.

B. The holders of stock of the Corporation shall be entitled to one (1) vote for each share of stock held at all meetings of Stockholders with cumulative voting not permitted.

C. The stock of the Corporation shall be paid for in lawful money of the United States of America, or in property, securities, services or such other method of payment as the Board of Directors may reasonably approve at a just valuation to be fixed by the Board of Directors; the Corporation may from time to time increase its capital stock to any amount not prohibited by law.

ARTICLE IV

This Corporation shall begin existence as of the date of filing, and shall exist perpetually.

ARTICLE V

The Registered Office of this Corporation in the State of Florida is 4500 - 140th Avenue N., Suite 214, Clearwater, FL 34622. The principal office of this Corporation in the State of Florida is 4500 - 140th Avenue N., Suite 214, Clearwater, FL 34622. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

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ARTICLE VI

The Registered Agent and his address in the State of Florida is:

Joseph C. Skalski, Esquire
4500 - 140th Avenue N.
Suite 214
Clearwater, FL 34622

ARTICLE VII

This Corporation shall not have less than one (1) Director initially, who shall not be required to be a Stockholder. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

The names and post office address of the first Board of Directors and Officers is:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Kevin Atkin	3500 Gulf Blvd. #402 Belleair Beach, FL 34634	President, Secretary, Treasurer, Director

ARTICLE IX

The name and post office address of the person signing these Articles of Incorporation is:

Kevin Atkin
3500 Gulf Blvd., #402
Belleair Beach, FL 34634

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by two-thirds (2/3) of the stock

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entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

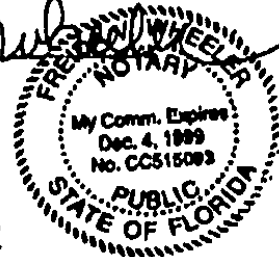
IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on November 7, 1996.


Kevin Atkin, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELAS)

The foregoing Articles of Incorporation were acknowledged before me this 7th day of November, 1996 by Kevin Atkin, who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 11/7/96


Joseph C. Skalski

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