

TRANSMITTAL LETTER

~~SECRETARY OF STATE~~
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
of

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96 DEC -5 AM 11:17

Atlantic Consulting Services, Inc.

(Effective January 1, 1997) SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned Incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

EXPIRATION DATE
1-1-97

Article 1. The name of the Corporation is:

Atlantic Consulting Services, Inc.

Article 2. The principal place of business and mailing address of this corporation is:

7706 Bayberry Court Orlando, Florida 32810

Article 3. The corporation is authorized to issue one class of stock, that being 100 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

David R. Railey Jr. 7706 Bayberry Court, Orlando, FL 32810

Article 5. The name and street address of the Incorporator of this corporation is:

David R. Railey Jr. 7706 Bayberry Court, Orlando, FL 32810

Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation on the date below. The undersigned Incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the Incorporator is at least eighteen years of age.

12-3-96
Date

David R. Railey Jr.
Signature of Incorporator

David R. Railey Jr.
Name of Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

FILED

96 DEC -5 AM 11:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

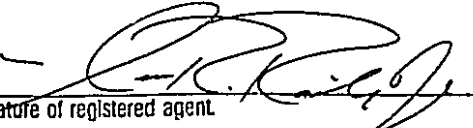
1. The name and address of the corporation's registered agent and registered office is:

David R. Railey Jr. (Atlantic Consulting Services, Inc.)
Name

7706 Bayberry Court
Street address

Orlando, FL 32810
City/State/ZIP

Having been named as the 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 of registered agent

12-3-96
Date of signature