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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 FEB -6 AM 11:53

ATAP Inc.
14015 N.W. 19 Ave
Opal-Locke, FL 33054

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) (Document #)
- 2. _____ (Corporation Name) (Document #)
- 3. _____ (Corporation Name) (Document #)
- 4. _____ (Corporation Name) (Document #) W97-2242

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
Amendment	
Resignation of R.A., Officer/ Director	
Change of Registered Agent	
Dissolution/Withdrawal	
Merger	

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OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

Handwritten initials

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 29, 1997

RAYMOND E. CLINE, JR.
14075 N.W. 19TH AVENUE
OPA LOCKA, FL 33054

SUBJECT: ATAP, INC.
Ref. Number: W9700002242

We have received your document for ATAP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

904 - 487-6927

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 897A00004669

CERTIFICATE OF INCORPORATION

OF
ATAP Metal Works, Inc.

We the undersigned, in order to form a Corporation for profit for the purpose hereinafter stated, under and pursuant to the division of the Florida Statutes, do hereby subscribe to this certificate of Incorporation, and do adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation shall be:

ATAP Metal Works, Inc.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on this Corporation shall be:

- (a) This Corporation is organized with the purpose to engage in the Import/Export business and other lawful activities permitted under the laws of the State of Florida and the United States of America.
- (b) To enter into, make and perform contracts of every kind, for any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, country, state, territory or government.
- (c) To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchise, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purpose herein expressed and to have any and all powers above set forth as fully as natural person, whether as principals, agents trustees or otherwise.
- (d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other

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state or government, and while the owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.

(e) To purchase, hold, sell and transfer the shares of its own capital stock; provide it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.

(f) To do all and everything necessary and proper for the accomplishment of the objectives enumerated in the Articles of Incorporation or any amendment to the Certificate of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives aforesaid of this Corporation whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation and to do any all things herein before set forth to the same extent as natural person might or could do.

ARTICLE III

The maximum number of shares of stock which this corporation shall have outstanding any time shall be 500 share all of which shall be of \$. 01 par value and each of which shares shall be issued fully paid and non-assessable, and shall be payable in lawful money of the United States of America, or in service or property at just valuation, to be fixed by the Directors of this Corporation at the organizational meeting, or any other meeting held for that purpose.

ARTICLE IV

The registered office of the corporation shall be at: 14075 N.W. 19 Avenue,
Opa-Locka, FL 33054, and the name of the initial registered agent at such
address is: Raymond E. Cline Jr.

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The initial Post Office Address of the principal office of this corporation in the State of Florida is:

14075 N.W. 19 Avenue, Opa-Locka, FL
33054

ARTICLE VII

This Corporation shall have _____ directors, initially. The number of directors may be increased or diminished from time to time, by law adopted by the stockholders, but never be less than one.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and officers of this Corporation, who shall hold office for the first year of its existence or until successors are elected and qualified, are as follows:

Raymond E. Cline Jr. - President, 7618 Fairway Blvd. Miramar, FL 33023
" - Secretary, Same
" - Treasurer, Same

ARTICLE IX

The names and post office addresses of the incorporators of this Articles of Incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, the total aggregate amount of which is not less than the amount of capital with which the corporation will begin business, is as follows:

Raymond E. Cline Jr. 7618 Fairway Blvd., Miramar, FL 33023
500

ARTICLE X

The management and control of the business of the Corporation shall be conducted under the directions of the Board of Directors by the officers who shall be elected by the Board of Directors, to-wit: a President, Treasurer, and a Secretary; one or more of said officers may hold one or more offices.

ARTICLE XI

The 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 a majority of the stock entitled to vote thereon.

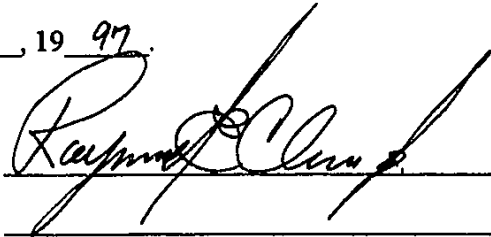
ARTICLE XII

In furtherance, and not in limitation of the powers conferred by Statutes the Board of Directors is expressly authorized:

- (a) To adopt and amend the by-laws of this Corporation, provided the amendments thereto are not inconsistent with the by-laws adopted by the stockholders.
- (b) To authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.
- (c) To set apart out of any funds of a the corporation available for dividends a reserve or reserves in the manner in which it was created.
- (d) When and as authorized by the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this record holding stock in the corporation entitling them to exercise at least a majority of the voting power, to sell, lease, or exchange all of this property and assets, including its good will and its corporate franchises, are any property of assets essential to the business of the corporation, upon the terms and conditions

as its Board of Directors deem expedient and for the best interest of the Corporation. IN
WITNESS WHEREOF, the incorporators have hereunto set their respective hands and seals this

22nd, day of January, 19 97.

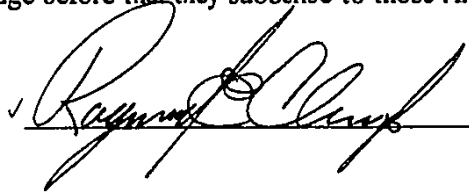
✓  (SEAL)
_____ (SEAL)

STATE OF FLORIDA)

SS

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared: Raymond E. Cline Jr. to me known to be the person(s) described in as incorporators, or who produced _____ as identification, and who executed the foregoing Articles of Incorporation and acknowledge before that they subscribe to those Articles of Incorporation.



Sworn to and subscribed before me on this 22nd day of January, 19 97.



(NOTARY PUBLIC)

My Commission Expires:



"OFFICIAL SEAL"
Ada F. Bravo
My Commission Expires 3/13/2000
Commission #CC 539842

STATE OF FLORIDA)

SS

COUNTY OF DADE)

Before me, the undersigned authority, personally appeared Raymond E. Cline Jr., to me known to be the person described as the Registered Agent as set forth in these Articles of Incorporation, and who accepts the designation of registered agent per Florida Statute 607.0505.

Raymond E. Cline Jr.

Sworn to and subscribed before me on this 22nd day of January, 1997.

Ada F. Bravo

(NOTARY PUBLIC)

My Commission Expires:



"OFFICIAL SEAL"
Ada F. Bravo
My Commission Expires 3/13/2000
Commission #CC 539842

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