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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: ATLAS PURCHASING, INC.

AUDIT NUMBER.....H97000002785

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

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 17, 1997

EMPIRE

SUBJECT: ATLAS PURCHASING, INC.
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ARTICLES OF INCORPORATION

of

ATLAS PURCHASING, INC.

The undersigned, in order to form a corporation for the purposes stated below, under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

Atlas Purchasing, Inc.

ARTICLE II. PURPOSE

The general nature of the business to be transacted by this corporation is as follows: Import & export of products for resale out of the country.

To conduct its business and all its branches in the State of Florida, or in any other State or territories of the United States, District of Columbia, and the dependencies of the United States or in foreign countries as authorized by law, necessary to carry on the business of this corporation, or to promote any of the reasons for which the corporation is formed.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objective expressed above.

Prepared by: Vivian Beck
Intercontinental Business Management, Inc.
1390 N.E. 162 Street - (305) 948-8777
North Miami Beach, FL 33162

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ARTICLE III. SHARES

The maximum number of shares of stock that is authorized to be issued at any time is 5,000 shs of \$1 par value. It will initially issue 100 shs to George M. Rayner.

The shares of stock may be paid for in money, property, labor or services actually performed for the corporation, at a value to be fixed by the Stockholder and/or Directors.

ARTICLE IV. DURATION

This corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT

The name and street address of the initial registered agent of this corporation is:

George M. Rayner, 11581 S.W. 12th Street, Pembroke Pines, FL 33025.

ARTICLE VI. OFFICERS

This corporation shall have a President, a Vice-President, a Secretary and a Treasurer and may also have one or more additional Vice-Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers and/or agents as it may deem necessary. All officers and agents will have powers and duties as stated in the By-Laws. The same person may hold two or more offices. At this time George M. Rayner will be President/Secretary/Treasurer.

ARTICLE VII. INCORPORATOR

The name and address of the person signing these articles is George M. Raynor, 11581 S.W. 12th Street, Pembroke Pines, Florida 33025.

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#97000002785 ARTICLE VIII. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation, at the present time, shall be:

1827 S.W. 31st avenue, Pembroke Park, Florida 33009.

The undersigned incorporator(s) has(have) executed these Article of Incorporation this 13th day of February, 1997.


Incorporator, George M. Rayner

This document was prepared by:

Vivian Beck
Intercontinental Business
Management, Inc.
1390 N.E. 162nd Street-Suite B
North Miami Beach, FL 33162
(305) 948-8777

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

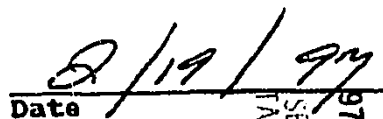
Atlas Purchasing, Inc.

2. The name and address of the registered agent and office is:

George M. Rayner
11581 S.W. 12th Street
Pemroke Pines, FL 33025

Having been named as 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.


George M. Rayner


Date

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