

P97000035343

WINTHROP, STIMSON, PUTNAM & ROBERTS

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NEW YORK, NY 10004-1490  
TELEPHONE: 212-858-1000  
TELEFAX: 212-858-1800

1133 CONNECTICUT AVENUE, N.W.  
WASHINGTON, DC 20036  
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695 EAST MAIN STREET  
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125 WORTH AVENUE  
PALM BEACH, FL 33480

TELEPHONE: 561-655-7297  
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EFFECTIVE DATE

4-17-97

April 17, 1997

2 THROGMORTON AVENUE  
LONDON EC2N 2DL, ENGLAND  
TELEPHONE: 011-44171-628-4931  
TELEFAX: 011-44171-638-0443

RUE DU TACITURNE 42  
B-1000 BRUSSELS, BELGIUM  
TELEPHONE: 011-322-230-1392  
TELEFAX: 011-322-230-9288

6-7, ATAGO I-CHOKE  
MINATO-KU, TOKYO 105, JAPAN  
TELEPHONE: 011-813-3437-9740  
TELEFAX: 011-813-3437-9261

2505 ASIA PACIFIC FINANCE TOWER  
CITIBANK PLAZA  
3 GARDEN ROAD, CENTRAL, HONG KONG  
TELEPHONE: 011-852-2530-3400  
TELEFAX: 011-852-2530-3355

Via Federal Express

Secretary of State  
Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32399

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-04/18/97--01059--010  
\*\*\*\*\*131.25 \*\*\*\*\*131.25

Re: ATLANTIC CONDUCTION CORPORATION

Dear Sir or Madam:


In reference to the above-captioned matter, please file the original Articles of Incorporation. Please provide me with a certified copy of the Articles of Incorporation and a Certificate of Good Standing.

Enclosed please find a check made payable to the Secretary of State in the amount of \$131.25. The breakdown is as follows:

|  |                |
|--|----------------|
| Filing fee for the Articles of Incorporation | \$ 70.00       |
| Certified copy of the Articles of Incorp.    | \$ 52.50       |
| Certificate of Good Standing                 | \$ <u>8.75</u> |
| Total  | \$131.25       |

If you have any questions, please do not hesitate to call me.

Sincerely,

  
Guy Rabideau

GR/djb  
Enclosures

FILED  
97 APR 18 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

4-17-97

ARTICLES OF INCORPORATION  
OF  
ATLANTIC CONDUCTION CORPORATION

FILED  
97 APR 18 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name and Address

The name of this corporation is ATLANTIC CONDUCTION CORPORATION, and its mailing address is c/o Winthrop, Stimson, Putnam & Roberts, Suite 310, Palm Beach, Florida 33480.

Article II - Duration

This corporation shall have perpetual duration commencing on April 17, 1997.

Article III - Purpose

This corporation is organized for the purpose of any or all lawful business for which corporations may be formed under Chapter 607, Florida General Corporation Act.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of \$1.00 par value common stock.

Article V - Initial Registered

Office and Agent

The street address of the initial registered office of this corporation is 125 Worth Avenue, Suite 310, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is John C. Dotterrer.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

John C. Dotterer

125 Worth Avenue, Suite 310  
Palm Beach, Florida 33480

Article VII - Incorporator

The name and address of the person signing these Articles is John C. Dotterer, Winthrop, Stimson, Putnam & Roberts, 125 Worth Avenue, Suite 310, Palm Beach, Florida 33480.

Article VIII - Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

Article XI - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has  
executed these Articles of Incorporation this 17th day of April,  
1997.

  
JOHN C. DOTTERER

ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and have agreed to comply with the provision of said act relative to keeping open said office.

  
JOHN C. DOTTERRER  
(Resident Agent)

FILED  
97 APR 18 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA