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LOLA BOHN THOMAS

ATTORNEY AT LAW

77 NORTH HIBISCUS DRIVE

MIAMI BEACH, FLORIDA 33139

MEMBER OF
FLORIDA, NEW YORK
AND CALIFORNIA BARS

TELEPHONE (305) 538-6710
FACSIMILE (305) 538-6905

May 27, 1997

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****122.50 ****122.50

Florida Dept of State
Div of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Atlantic Point, Inc.

Enclosed please find Articles of Incorporation for the above named Corporation and a check for \$122.50 to cover filing fees, acceptance of Registered Agent and Certified copy. Please return to me in the enclosed Fedex envelope. Thank you.

Sincerely yours,

Lola Thomas
Lola Thomas, Esquire *gm*

MAY 30

BSB

EFFECTIVE DATE

5-27-97

FILED
97 MAY 28 AM 10:28
TALLAHASSEE, FLORIDA

FILED

97 MAY 28 AM 10:28

ARTICLES OF INCORPORATION
OF

STATE OF FLORIDA
TALLAHASSEE

ATLANTIC POINT, INC.

EFFECTIVE DATE
5-27-97

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is ATLANTIC POINT, INC.

Article II

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 77 North Hibiscus Drive, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at that address is LOLA THOMAS, Esq.

Article VI

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the member of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
MICHAEL THOMAS	77 North Hibiscus Drive Miami Beach, Florida 33139

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation is:

Lola Thomas
77 North Hibiscus Drive
Miami Beach, FL 33139

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Article IX

Amendment

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

IN WITNESS WHEREOF, the incorporator has executed
these Articles this 27th day of May, 1997.


LOLA THOMAS

FILED

97 MAY 28 AM 10:28

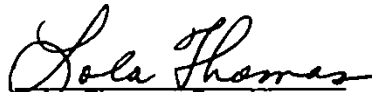
RECEIVED
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That ATLANTIC POINT, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami Beach, Florida, has named **Lola Thomas, Esquire**, located at 77 North Hibiscus Drive, Miami Beach, Florida 33139, as its agent to accept service of process within this State.

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 agree to comply with the provisions of said act relative to keeping said office open.


Lola Thomas, Esquire