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O: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: ATM OPPORTUNITIES, INC.

AUDIT NUMBER.....H97000010717

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF
ATM OPPORTUNITIES, INC.

FILED
97 JUN 30 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ATM OPPORTUNITIES, INC.

The address of the principal office of this corporation shall be 265 So. Federal Highway Suite 221, Deerfield Beach, Florida 33441, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. ADDRESS

The address of the initial registered office of the corporation shall be 11758 NW 7th Avenue, Miami, Florida 33168, and the name of the initial registered agent of the corporation at that address is Scott Tillem.

Prepared By:
Scott E. Tillem
11758 NW 7th Avenue
Miami, Fl 33168
(305)687-6141

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is(are):

Joseph Langner
265 So Federal Hwy #221
Deerfield Beach, Fl 33441

President
Vice-Pres
Treasurer
Secretary

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Scott Tillem
11758 NW 7th Avenue
Miami, Fl 33168

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 26th day of June, 1997.


SCOTT TILLEM

ARTICLE VIII. REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


SCOTT TILLEM
(REGISTERED AGENT)

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**CERTIFICATE DESIGNATING (OR CHANGING) 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 607.34 Florida Statutes, the following is
submitted, in compliance with said Act:


First-That **ATM OPPORTUNITIES, INC.**

desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the articles of incorporation at
City of Deerfield Beach, County of Broward, State of Florida has
named Scott Tillem located at 11758 NW 7th Avenue, City of Miami,
County of Dade, State of Florida, as its agent to accept service of
process within this state.

ACKNOWLEDGEMENT:

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

By


Signature
Registered Agent

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DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

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