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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

August 5, 1997

From: Donald Sutton
600 S. Dixie Highway, Suite. 210
Boca Raton, Florida 33432
Phone # (561) 391 - 9351

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-08/07/97-01048-011
****122.50 ****122.50

SUBJECT: Atlas Communications Holding, Inc.

Enclosed please find the following:

1. The original and one copy of Articles of Incorporation
2. A check in the amount of \$122.50 for the filing fee, certificate of status and certified copy
3. The original and one copy of Certificate of Registered Agent's Appointment & Acceptance

If you have any questions or need any further information, please feel free to call me at one of the numbers provided above.

Sincerely,


Donald Sutton

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TALLAHASSEE FLORIDA

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**Articles of Incorporation
of
Atlas Communications Holding, Inc.**

Article 1

Corporate Name

The name of this corporation shall be "ATLAS COMMUNICATIONS HOLDING, INC."

Article 2

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is 600 S. Dixie Highway, Suite. 210, Boca Raton, Florida 33432.

Article 3

Nature of Corporate Business

The general nature of the business to be transacted by this Corporation shall be to engage in business for profit and is organized for the following general purposes:

(a) To engage in any and all lawful business permitted under the laws of the United States and the State of Florida; and

(b) To make loans to or hold stock in other business entities, and enter into partnerships, limited partnerships, and joint ventures with other business entities.

Article 4

Capital Stock

This Corporation shall have authority, acting by its Board of Directors, to issue not more than 20,000,000 shares of common class at .0001 PAR VALUE per share, that have unlimited voting rights of one vote per share for the election of directors and with respect to other matters submitted to a vote of shareholders, and that are entitled to receive the net assets of the Corporation upon dissolution after payment of the Corporation's debts, liabilities and any liquidation preferences of, and unpaid dividends on, any class of preferred stock then outstanding.

This Corporation shall have authority, acting by its Board of Directors, to issue not more than 2,000,000 shares of preferred stock at .0001 PAR VALUE per share, and without further action by the shareholders issue the preferred stock in one or more series, and to fix for any series the dividend rate, redemption price, liquidation or dissolution preferences, conversion rights, voting rights and other preferences and privileges.

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Article 5

Term of Existence

This Corporation shall have perpetual existence.

Article 6

Effective Date of Corporation

The Corporation shall commence business on August 1, 1997 along with the contemporaneous payment of not less than \$100.00 (one hundred dollars) in value for the issuance of its shares.

Article 7

Registered Agent

The Registered Agent and the street address of the Initial Registered Office of the Corporation in the State of Florida shall be:

Donald Sutton
600 S. Dixie Highway, Suite. 210
Boca Raton, Florida 33432

Article 8

Board of Directors

The initial Board of Directors shall consist of (1) member, the name and address of whom is as follows:

Donald Sutton
600 S. Dixie Highway, Suite. 210
Boca Raton, Florida 33432.

The person named as the initial Director shall hold office for the first year of existence of this Corporation, or until their successors are duly elected or appointed and qualified, whichever occurs first.

Article 9

Indemnification

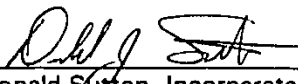
No Director or Officer of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his/her duty of care or other duty as a Director; provided that this provision shall eliminate or limit the liability of a Director or Officer only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws.

Article 10

Incorporator

The name of the person signing these Articles of Incorporation as the Incorporator is Donald Sutton whose address is 600 S. Dixie Highway, Suite. 210, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 1st day of August 1997.


Donald Sutton, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Pursuant to the provisions of Section 607.0501, Florida Statutes, Atlas Communications Holding, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 600 S. Dixie Highway, Suite. 210, Boca Raton, Florida 33432 has named Donald Sutton, whose address is 600 S. Dixie Highway, Suite. 210, Boca Raton, Florida 33432 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.


Donald Sutton

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