

P97000069314



ACCOUNT NO. : 072100000032

REFERENCE : 492296 4806726

AUTHORIZATION :

Patricia Piggitt

COST LIMIT : \$ 122.50

ORDER DATE : August 11, 1997

ORDER TIME : 11:03 AM

ORDER NO. : 492296-005

CUSTOMER NO: 4806726

CUSTOMER: Scott L. McMullen, Esq
JONES FOSTER JOHNSTON & STUBBS

P.O. Box 3475

600002268886--5

West Palm Beach, FL 33402-3475

DOMESTIC FILING

NAME: ATMO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

FILED
97 AUG 11 PM 1:26
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 11 PM 12:20
DIVISION OF CORPORATION

SN AUG 11 1997.

EFFECTIVE DATE
8/8/97

ARTICLES OF INCORPORATION

OF

ATMO, INC.

FILED

97 AUG 11 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be ATMO, INC.

ARTICLE II

Purpose

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

ARTICLE III

Capital Stock

A. The total number of shares of capital stock which this corporation is authorized to issue is twenty-four million (24,000,000) shares, of which:

1. Four million (4,000,000) shares shall be designated as Preferred Stock and shall have a par value of \$.001 per share; and
2. Twenty million (20,000,000) shares shall be designated as Common Stock and shall have a par value of \$.001 per share.

B. The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not stated and expressed in this Certificate of Incorporation, or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

1. the designation of such series;
2. the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or of any other series or capital stock, whether such dividends shall be cumulative or noncumulative, and whether such dividends may be paid in shares of any class or series of capital stock or other securities of the corporation;
3. whether the shares of such series shall be subject to redemption by the corporation, and, if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
4. the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
5. whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or series of capital stock or other securities of the corporation, and, if provision be made for conversion or exchange, the times, prices, rates, adjustment and other terms and conditions of such conversion or exchange;

6. the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of the Director or otherwise, and the number of votes to which the holder of each share of such series shall be entitled;

7. the restrictions, if any, on the issue or reissue of any additional shares or series of Preferred Stock; and

8. the rights of the holders of the shares of such series upon the dissolution of, or upon the distribution of, assets of the corporation.

C. No holder of any stock of the corporation of any class or series now or hereafter authorized shall, as such holder, be entitled as of right to purchase or subscribe for any shares of stock of the corporation of any class or any series now or hereafter authorized, or any securities convertible into or exchangeable for any such shares, or any warrants, options, rights or other instruments evidencing rights to subscribe for, or purchase, any such shares, whether such shares, securities, warrants, options, rights or other instruments be unissued or issued and thereafter acquired by the corporation.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 29 Windward Isle, Palm Beach Gardens, Palm Beach County, FL 33418.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Scott L. McMullen, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, FL 33401-3475.

ARTICLE VI

Initial Board of Directors

This corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors are:

Keith G. Greenberg
29 Windward Isle
Palm Beach Gardens, FL 33418

Elise N. Greenberg
29 Windward Isle
Palm Beach Gardens, FL 33418

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual Directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or Director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or Director and elect a successor thereto. Additionally, Directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The Directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or Directors of the corporation is or are interested in or is an officer or Director or are officers or Directors of such other corporations, and any officer, officers or Directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or Directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or

persons, firm or corporation, and each and every person who may become an officer or Director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

| | |
|------------------------------|-----------|
| Keith G. Greenberg | President |
| 29 Windward Isle | |
| Palm Beach Gardens, FL 33418 | |

| | |
|------------------------------|----------------|
| Elise N. Greenberg | Vice President |
| 29 Windward Isle | |
| Palm Beach Gardens, FL 33418 | |

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Scott L. McMullen
505 South Flagler Drive
West Palm Beach, FL 33401-3475

ARTICLE X

Amendment

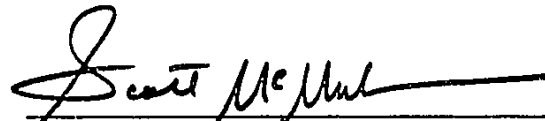
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

This corporation shall commence its existence upon the date of execution of these Articles of Incorporation pursuant to Florida Statutes 607.0203, providing that corporate existence may begin up to five days before the filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of August, 1997.



Scott L. McMullen, Incorporator

STATE OF FLORIDA

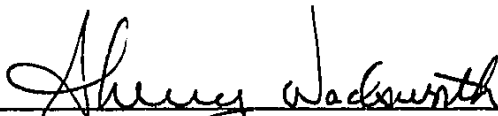
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Scott L. McMullen, who is personally known to me or who has produced a driver's license as identification, this 8th day of August, 1997.

(NOTARY SEAL)



COMM. EXP. FEBRUARY 17, 1999
No. CC 431023



Notary Public
Print Name: Sherry Wadsworth
Commission No.: _____
My commission expires: _____

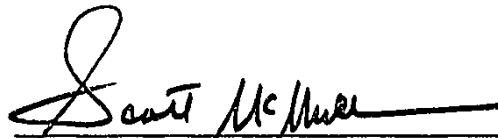
CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

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

That ATMO, INC., desiring to organize under the laws of the State of Florida, has named Scott L. McMullen, located at the Registered Office of the corporation at 505 South Flagler Drive, West Palm Beach, Palm Beach County, Florida 33401-3475, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Scott L. McMullen, Registered Agent

PAUSERSATYTLBAVATMOARTICLES.

FILED
97 AUG 11 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA